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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 2, 2025

Duos Technologies Group, Inc.
(Exact name of registrant as specified in its charter)

Florida
*(State or Other Jurisdiction
of Incorporation)*

001-39227
*(Commission
File Number)*

65-0493217
*(I.R.S. Employer
Identification No.)*

7660 Centurion Parkway, Suite 100, Jacksonville, Florida 32256
(Address of Principal Executive Offices) (Zip Code)

(904) 296-2807
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$0.001 per share)	DUOT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry Into a Material Definitive Agreement

As previously reported, on August 1, 2025, Duos Technologies Group, Inc. (the “Company”) closed its public offering of 6,666,667 shares of common stock, par value \$0.001 per share (the “Common Stock”), for net proceeds of approximately \$36.9 million. The Common Stock was offered and sold by the Company pursuant to an underwriting agreement (the “Agreement”) between the Company and Titan Partners Group LLC, a division of American Capital Partners, LLC, as sole bookrunner (the “Underwriter”), that was entered into on July 30, 2025. The Company also issued the Underwriter a warrant to purchase 333,334 shares of Common Stock. Under the Agreement, the Underwriter also had a 30-day option (the “Over-Allotment Option”) to purchase from the Company an additional 838,851 shares of Common Stock at the public offering price of \$6.00, less underwriting discounts and commissions, to cover over-allotments. The Agreement and a form of the underwriter warrant are filed as Exhibits 1.1 and 4.1, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The Underwriter exercised the Over-Allotment Option in full to purchase 838,851 shares of Common Stock, generating net proceeds of approximately \$4.7 million. The Over-Allotment Option closed on September 2, 2025. In connection with the exercise of the Over-Allotment Option, the Company issued the Underwriter an additional warrant to purchase 41,942 shares of Common Stock.

The legal opinion and consent of Shutts & Bowen LLP relating to the shares of Common Stock issuable under the Over-Allotment Option is filed as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
1.1	Underwriting Agreement, dated July 30, 2025, between Duos Technologies Group, Inc. and Titan Partners Group LLC, a division of American Capital Partners, LLC (incorporated herein by reference to Exhibit 1.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 1, 2025)
4.1	Form of Underwriter Warrant (incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 1, 2025)
5.1	Opinion of Shutts & Bowen LLP
23.1	Consent of Shutts & Bowen LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

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.

DUOS TECHNOLOGIES GROUP, INC.

Dated: September 2, 2025

By: /s/ Adrian G. Goldfarb
Adrian G. Goldfarb
Chief Financial Officer



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

September 2, 2025

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

Ladies and Gentlemen:

We have acted as counsel to Duos Technologies Group, Inc., a Florida corporation (the "Company"), in connection with the issuance and sale by the Company of 838,851 shares (the "Shares") of its common stock, par value \$0.001 per share (the "Common Stock"), pursuant to the exercise of the over-allotment option under the Underwriting Agreement, dated July 30, 2025 (the "Underwriting Agreement"), between the Company and Titan Partners Group LLC, a division of American Capital Partners, LLC, as representative of the several underwriters named in Schedule 1 thereto (the "Underwriters").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement on Form S-3 (File No. 333-272603) which was filed with the Securities and Exchange Commission (the "Commission") on June 12, 2023, and Amendment No. 1 thereto which was filed with the Commission on June 20, 2023, under the Securities Act of 1933, as amended (the "Securities Act"); (ii) the Registration Statement on Form S-3MEF (File No. 333-289106) which was filed with the Commission on July 30, 2025; (iii) the Underwriting Agreement; (iv) the prospectus, dated June 21, 2023 (the "Base Prospectus"), which forms part of the Registration Statement; (v) the preliminary prospectus supplement, filed with the Commission on July 30, 2025 and the prospectus supplement, filed with the Commission on August 1, 2025 (collectively, the "Prospectus Supplement"); (vi) the Amended and Restated Articles of Incorporation of the Company, as amended, as currently in effect; (vii) the Amended and Restated By-Laws of the Company, as amended, as currently in effect; and (viii) certain resolutions and minutes of meetings of the Board of Directors of the Company and the Pricing Committee thereof, relating to the Registration Statement (including the Base Prospectus), the Prospectus Supplement, the Shares, the Underwriting Agreement and the transactions contemplated thereby. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified, conformed or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the limitations set forth below, we are of the opinion that the Shares have been duly authorized and, when issued and paid for as described in the Prospectus Supplement and pursuant to the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

We express no opinion as to matters governed by laws of any jurisdiction other than the laws of the State of Florida and the federal laws of the United States of America, as in effect on the date hereof.

We are opining only as to matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is rendered as of the date hereof and is based upon currently existing statutes, rules, regulations and judicial decisions. We disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments that affect any matters or opinions set forth herein.

We hereby consent to the incorporation by reference of this letter as an exhibit to the Form 8-K being filed in connection with the exercise of the over-allotment option under the Underwriting Agreement and to any and all references to our firm in the Prospectus Supplement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Shutts & Bowen LLP
