
**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): December 3, 2018

Duos Technologies Group, Inc.

(Exact name of registrant as specified in its charter)

Florida
*(State or Other Jurisdiction
of Incorporation)*

000-55497
*(Commission
File Number)*

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

**6622 Southpoint Drive S., Suite 310
Jacksonville, Florida 32216**
(Address of Principal Executive Office) (Zip Code)

(904) 652-1601
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 checkmark 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.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K includes information that may constitute forward-looking statements. These forward-looking statements are based on the Company's current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to the Company. By their nature, forward-looking statements address matters that are subject to risks and uncertainties. Forward looking statements include, without limitation, statements relating to projected industry growth rates, the Company's current growth rates and the Company's present and future cash flow position. A variety of factors could cause actual events and results, as well as the Company's expectations, to differ materially from those expressed in or contemplated by the forward-looking statements. Risk factors affecting the Company are discussed in detail in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by applicable securities laws.

Item 7.01 Regulation FD Disclosure.

Pursuant to Regulation FD, Duos Technologies Group, Inc. (the "Company") hereby furnishes investor presentation materials in the form of a power point presentation and description of the Company's current platform technology (the "Presentation Material") written by the Company to update current shareholders as well potential investors of the Company's business strategy. The Company will present the Presentation Material to investors, shareholders and/or customers on or after December 3, 2018.

The information provided under this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is "furnished" and shall not be deemed "filed" with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act or 1934 or the Securities Act of 1933. The Presentation Material can also be found on our website at <https://duostechnologies.com>.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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<u>99.1</u>	Presentation Material
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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: December 3, 2018

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

OTCQB: DUOT

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INVESTOR PRESENTATION
December 2018

GOVERNMENT

UTILITIES

OIL AND GAS

RAIL

CHEMICAL

DISTRIBUTION



Safe Harbor Statement


OTCQB: DUOT


This presentation, as well as other written or oral statements made from time to time, includes "forward-looking statements," within the meaning of the U.S. Securities Act of 1933, as amended and the U.S. Securities Exchange Act of 1934, as amended, or the "Exchange Act." Forward-looking statements are not based on historical information and include, without limitation, statements regarding our future financial condition and results of operations, business strategy and plans and objectives of management for future operations. Forward-looking statements reflect our current views with respect to future events. The words "may," "will," "expect," "intend," "anticipate," "believe," "project," "estimate," "plans," "continuing," or the negative of these words and similar expressions identify forward-looking statements. These forward-looking statements are based upon estimates and assumptions made by us or our officers that, although believed to be reasonable, are subject to certain known and unknown risks and uncertainties that could cause actual results to differ materially and adversely as compared to those contemplated or implied by such forward-looking statements.


All forward-looking statements involve risks, assumptions and uncertainties. You should not rely upon forward-looking statements as predictors of future events. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from expected results. These risks, assumptions and uncertainties are not all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other known as well as unknown or unpredictable factors also could harm our results. All of the forward-looking statements we have included in this presentation are based on information available to us on the date of this presentation. We undertake no obligation, and specifically decline any obligation, to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this presentation might not occur.

Any reference to financial projections in this presentation, if any, are for illustrative purposes only and are based upon certain hypothetical assumptions, which we believe are reasonable as of the date of this Presentation. The selection of assumptions requires the exercise of judgment and is subject to uncertainty due to the effect that economic or other changes may have on future events. The assumptions used for the projections in this Presentation, if any, are those we believe to be most significant to the projections.


Who We Are

 Headquartered in **Jacksonville, FL**


 Staff of **50** and projected to grow to **64** by the end of 2019

 Design, develop and implement **advanced intelligent technologies**

- Intelligent Sensor and Data Analytics
 - *Ability to provide valuable information from virtually any sensor or data input*
- Enterprise Information Management (EIM)
 - *Translate that information from data analytics into actionable insights, creating:*
- Turnkey Engineered Solutions

 Industry-agnostic with current focus on:

-  **rail transportation**
-  retail distribution centers
-  critical infrastructure security
-  law enforcement

 **10** patents granted and **1** patent pending

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Our Target Markets

Total Addressable Market is **Global** and the North American Markets Exceed **\$100B** Alone



Select Customers



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centraco®

praesidium®

duostech

Our Technologies, Products and Applications

rip®

vue®



centraco® (Front End)



Modular Common Operating Framework

- Multi-layered user interface
- Unified presentation layer allows for easier decision making processes

praesidium® (Back End)



Intelligent Data Analytics Modules

- Includes various applications of:
- Artificial Intelligence
 - Machine Learning
 - Video Analytics

rip[®] Railcar Inspection Portal

Mechanical Inspection (second generation)



Problem and Opportunity

Mechanical inspection of all rail cars and locomotives is mandatory as they leave the yard.¹

Current Practices



Every time a train enters each yard, car inspectors must: conduct visual, physical inspection of mechanical components "walking" on both sides of each car



Process is inefficient and ineffective depending on factors such as weather and the availability, motivation and capability of inspectors



Time consuming process dwell time 3-4 hrs.+ per train while train is immobilized in an inspection yard



Industry Objective

Replace/ significantly reduce current in-yard physical inspection practice with an automated process, conducted prior to train entering a yard.

MECHANICAL FIELD INSPECTIONS ARE:

- ✓ Costly
- ✓ Inconsistent
- ✓ Long Dwell Time

The Number of Required Daily Inspections is Enormous

1.56M
Freight Cars

26,500
Locomotives

500+
Freight Rail Yards

Source: US Federal Railroad Administration

rip[®] Railcar Inspection Portal

Mechanical Inspection (second generation)



The Future of Railcar Mechanical Inspections

Remote, four-sided (360°), automated mechanical inspection while traveling at speeds of up to 120 MPH before train enters a yard

Benefits:



Reduction of field labor



Substantial reduction of dwell time per train



Increased safety, accuracy and efficiencies



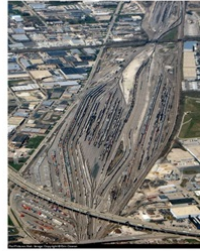
Increase in average system velocity



Prevent derailments (see ROI Study)



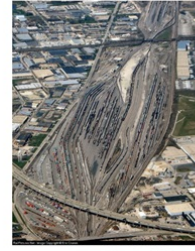
Substantial savings and positive impact on rail operator's bottom line



Yard 1



Remote Rail Inspection Portal



Yard 2

Recent Developments:

Duos currently has 2 prototypes in operation

Recently received order From **Canadian National** for 4 Complete Systems to be Installed in Canada.

Value between **\$5M** and **\$10M**

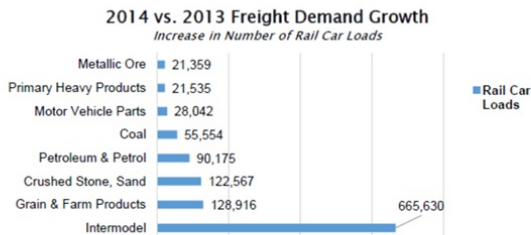
\$60B North American Rail Market

While inspections are **mandated** by the FRA, the market for automated solutions is virtually unpenetrated

"Major freight railroads plan to spend an estimated \$29B to build, maintain and grow the rail network."

Source: aar.org 2015 Outlook

Source: Association of American Railroads "Total Annual Spending 2013 Data"

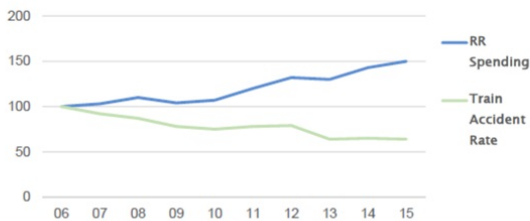


"Big Data will continue to help railroads make intelligent decisions about the rail network and maintain a system of cargo delivery second to none."

Source: AAR State of the Industry 2016 Full Report

Rail Investment Leads to Fewer Accidents

Train Accidents Per Million Down 43% Since 2000



Source: Association of American Railroads

NORTH AMERICAN RAIL MARKET DATA

- \$ 60B** Freight Rail Network
- 1.56M** Freight Cars
- 26,500** Locomotives
- 140,000** Miles of Class 1 Track
- 500+** Freight Rail Yards
- 21** Regional Railroads
- 510** Local Railroads

Source: US Federal Railroad Administration

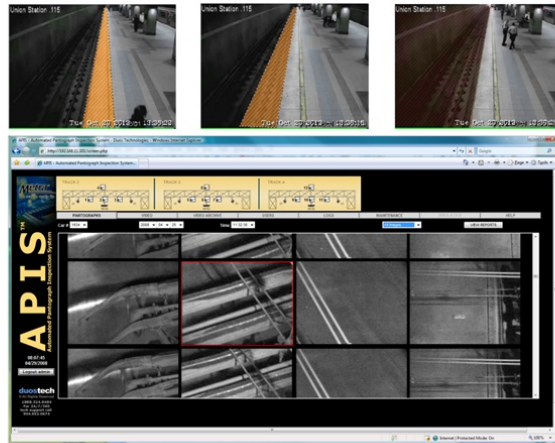
Under Development Rail Technologies



The Future of All Rail Technologies

Using algorithms to build analytical models
 Helping computers "learn" from data through deep learning and neural network modeling

- ❑ Track intrusion detection for transit passenger rail platforms
 - ❑ Independent Zone operation – Train detection and Passenger Alert zones
 - ❑ Operator customization
 - ❑ Triggering alarms – programmable thresholds
 - ❑ Mask-able areas
 - ❑ Train detection with dynamic masking update
- ❑ Automated pantograph inspection
- ❑ High speed thermal vehicle undercarriage examiner (Thermal **vue**®)
 - ☑ **Beta Testing Completed**
 - ❑ Identification of "hotspots" on locomotives and railcars



Images collected from the Rail Inspection Portal are applied to custom requirements for automated mechanical, FRA safety and security criteria.



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NEURAL NETWORKING

The Future of Duos Technologies

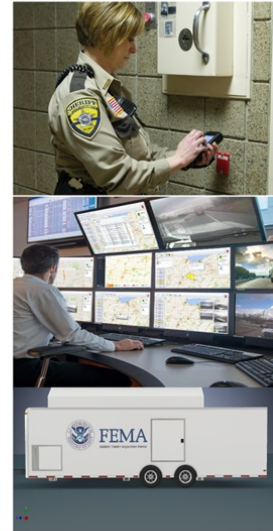
centraco® Neural Networking Applications



New Product Applications

The combination of **neural network modeling** with **centraco® EIM** capabilities are expected to enable processing of complex analytics and pattern recognition processes, ultimately creating new business opportunities down the road

PRODUCT	PRICE RANGE
Intelligent Correctional Facilities System Automation <ul style="list-style-type: none"> Recently completed implementation of South Florida correctional facility Planning to build dedicated business and technical implementation unit 	\$500K-\$4.0M/unit
Automated Logistics Information System (ALIS) <ul style="list-style-type: none"> Completing distribution center production system for national retail chain Planning to build dedicated business and technical implementation unit for retail sector 	\$200K-\$300K/unit
Mobile Trailer Inspection Portal Applications <ul style="list-style-type: none"> Recently awarded an inspection portal application for FEMA 	\$300K-\$500K/unit



delivered solid results in a challenging market

duostech
connected intelligence

Financial Overview



Income Statement

<i>(in '000s)</i>	Q3 2018 <small>(Unaudited)</small>	Q3 2017 <small>(Unaudited)</small>	Nine Months 2018 <small>(Unaudited)</small>	Nine Months 2017 <small>(Unaudited)</small>
Revenue	\$5,102	\$1,046	\$9,490	\$3,244
Cost of Sales	2,774	658	5,428	1,875
Gross Margin	2,328	387	4,062	1,369
<i>% of Revenue</i>	46%*	37%	43%	42%
Operating Expenses	1,692	1,175	4,796	3,793
Income (Loss) from Operations	636	(788)	(734)	(2,424)
Other Income (Expense)	(4)	(663)	(11)	(1,314)
Net Income (Loss)	\$633	(\$131)	(\$745)	(\$3,756)
<i>EPS (LPS)</i>	<i>Earnings Per Share on a fully dilutive basis</i> 0.02	(0.07)	(0.04)	(1.98)

FINANCIAL REVIEW (2017 – 2018)

Revenue growth and transition to profitability

Building momentum for 2019 with key wins in target markets

2018/2019 GUIDANCE

2018 total revenue expected to be >\$11 million

2019 revenue initial guidance is \$14 to \$15 million

**Excluding certain "one-off" pass through revenues for construction, the Gross Margin on Revenue was closer to historical norms of >50%*

Balance Sheet Data

Analysis

(in '000s)

Based on September 30 10Q
(Unaudited)

Cash & Accounts Receivable	\$2,963
Payables, Notes and Accrued Expenses	1,737
Operating Expense Coverage	\$1,226
Estimated Q4 Net Cash	\$2,100
Estimated cash receipts in next 30 Days*	\$3,100
Estimated cash usage in the next 30 Days**	\$1,000

* Based on current billings and anticipated receipts

** Based on current and anticipated operating expenses

12 Month Backlog

(As of December '18)

Revenue Type	Vertical	Contract Size \$
Projects	Rail	\$6.0M
	Commercial	<u>\$1.6M</u>
Total Projects		\$7.6M
Service and Support (Recurring)	Rail	\$1.3M
	Commercial	<u>\$0.2M</u>
Total Recurring (12 Months)		\$1.5M
Licensing, Professional Services & Consulting		\$0.1M
<i>Estimated Rolling Total Backlog</i>		\$9.2M
<i>Pending Orders</i>		\$5.2M

Investment Highlights



Significant, **global** market opportunities

- Combined North American markets exceed **\$100B**
 - **\$60B** North American rail industry
 - **\$53B** Enterprise Information Management (EIM) Market
 - **\$ 2B** Video Analytics Market



Strong rail industry **tailwinds**

- Industry moving toward automation and optimization to reduce costs, increase safety and improve efficiency



Superior, **proprietary** technology

- Spent majority of 2017 on developing in-house technologies to enable exponential scaling in 2018



Growing, **tier-one** customer base

- Multiple, multi-million dollar deployments announced in the first nine months of 2018 alone



Improving financial position

- Fortified balance sheet with no current need to raise capital
- 2018 revenue guidance of **\$11** million, representing a **183%** increase compared to 2017
- 2019 preliminary revenue guidance of \$14 to \$15 million



Experienced Leadership Team

OTCQB: DUOT

Gianni Arcaini

Chairman, President, CEO

Mr. Arcaini's thirty-five year executive career began in Europe, leading a range of companies, spanning multiple industries. After immigrating to the United States, Mr. Arcaini formed Environmental Capital Holdings, Inc. ("ECH"), a company focusing on the transfer of technologies from Europe to the U.S. ECH later acquired Duos Engineering B.V. which was later rebranded as Duos Technologies (USA), Inc., the predecessor company of Duos. In 2002, Duos Technologies (USA) spun off from ECH and under the leadership of Mr. Arcaini expanded into a broad-based technology company with a special focus on developing technologies for the homeland security industry. Mr. Arcaini is the inventor or co-inventor of all current technologies offered by Duos and is signatory to 14 patents granted or pending. He graduated from the State Business School in Frankfurt, Germany and is fluent in five languages.

Adrian Goldfarb

EVP, Chief Financial Officer, Director

Mr. Goldfarb is an industry veteran including more than 35 years in information technology beginning at IBM. For the last 20 years, Mr. Goldfarb has specialized in new venture and early stage organizations where he has assumed roles of increasing responsibility and leadership including CFO, President, and Board Member. Mr. Goldfarb currently serves as our CFO and member of the Board of Directors and oversees the Company's IT Asset Management business unit. He holds a Bachelors of Arts in Business Administration with a concentration in Finance.

Connie Weeks

EVP, Chief Accounting Officer

Ms. Weeks has over twenty-five years of accounting experience and is responsible for all aspects of financial reporting, internal controls, and cash management. She has been a key member of the Duos team for almost 30 years. She also oversees the Company's Human Resources function.

Wm. Scott Carns

SVP, Solutions & Innovations | Operating Subsidiary

Mr. Carns has extensive experience in information technology with an emphasis on intelligent video analytics and centralized command and control applications. Prior to joining Duos, Mr. Carns was Information Technologies Coordinator for Environmental Capital Holdings, Inc. and was President of Software Solutions Group, Inc. Mr. Carns supports the sales teams for project implementation. He also served in the US Army and attended Kansas State University.

Noel Heiks

President, Chief Operating Officer | Operating Subsidiary

Ms. Heiks is a technology entrepreneur and a C-Level executive with a career spanning over twenty years in both operational and business development roles. Her science, technology and engineering backgrounds are a valuable combination to effectively lead our business development, engineering and operations teams. She has worked within government and commercial organizations and is proficient in driving business growth through direct customer relations with large organizations. She has a Bachelors degree in Physics, and a Masters in Electrical Engineering from Virginia Tech and authored a thesis in Computer Vision.

David Ponevac

SVP, Chief Technology Officer | Operating Subsidiary

Mr. Ponevac has over fifteen years of software engineering experience concentrating on web and mobile environments. He has considerable expertise in Objective-C, Java, C#, PHP and many other scripting languages. He is also driving the Company's Artificial Intelligence efforts including platform development. Previously, he was CTO of Lucon LLC and worked with a range of domestic and international clients operating in the public and private sectors. He holds a Bachelors of Science in Electrical Engineering and a Masters in Computer Science.

John Stuckey

VP, Sales & Marketing | Operating Subsidiary

Mr. Stuckey is an experienced business development and marketing leader with over 20 years of experience across several business and consumer-facing technical industries. He has an extensive background launching and growing new products and businesses in both early-stage companies as well as large global enterprises from senior leadership positions. Mr. Stuckey serves as our Vice President of Sales & Marketing. He holds both a BA and MBA from Indiana University and received an Online Marketing Professional certification from Duke University.

Mike Halter

VP, Engineering | Operating Subsidiary

Mr. Halter is an accomplished technical leader with 29 years of experience in multiple engineering disciplines including electrical, mechanical, chemical, manufacturing, test and software engineering. His career ranges from leading large groups of engineers in multibillion-dollar corporations to directing small engineering teams in start-up companies and driving them from start-up through acquisition. He has served as the technical team lead in obtaining and maintaining ISO9001 and AS9100 certifications with multiple organizations. He currently serves as our Vice President of Engineering and has primary oversight for the development and delivery of Duos products. He holds a Master of Science degree in Electronic Engineering and Instrumentation as well as a Bachelor of Science degree in Physics.

rip® Railcar Inspection Portal

Border Security (first generation)

What Happens

At Border Crossings

- Freight trains entering the US from Mexico pass Rail Inspection Portals at low speeds
- Rail cars are then inspected remotely by US Customs and Border Protection ("CBP")

rip® Main Objectives

- Detection of illegal riders
- Under carriage inspection for anomalies
- Monitoring for Open Doors and Open/Missing Hatches

Step-by-Step System Summary



Live imagery is simultaneously viewed by:

1. CBP officers in the field
2. The National Rail Targeting Unit ("NRTU") in the U.S. and in Mexico



Each rail car is inspected virtually at the portal using proprietary local database



All images are stored on local database and simultaneously uploaded to duostech's cloud



Databases are continuously synchronized



Open doors, missing hatches tagged via Automatic Equipment Identification (AEI) tag correlation



Changes and suspicious detections are flagged and tagged on **centraco**®'s CBP user interface



Comprehensive reporting via e-mail and live displays



Individual car tracking throughout rail system



BORDER CROSSING DEPLOYMENTS

Calexico, CA El Paso, TX
Nogales, AZ Eagle Pass, TX *1

*1 Eagle Pass, TX currently out of order due to derailment

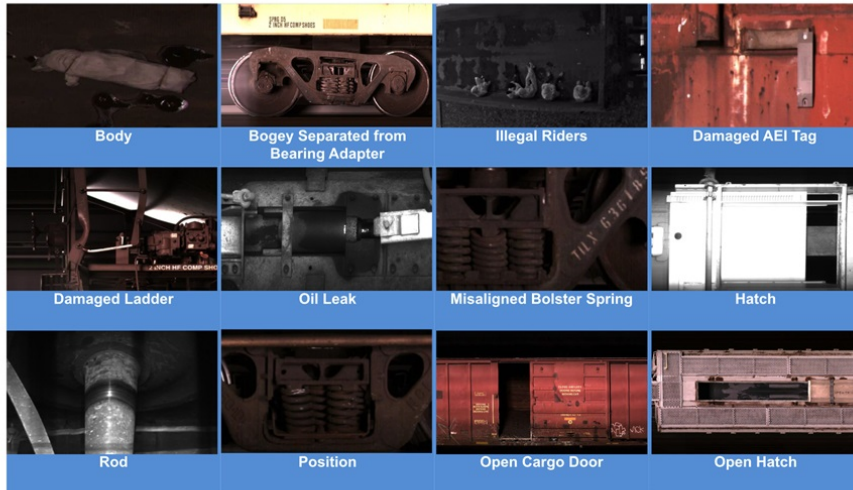
SECURITY INSPECTIONS

Saltillo, MX San Luis Potosi, MX

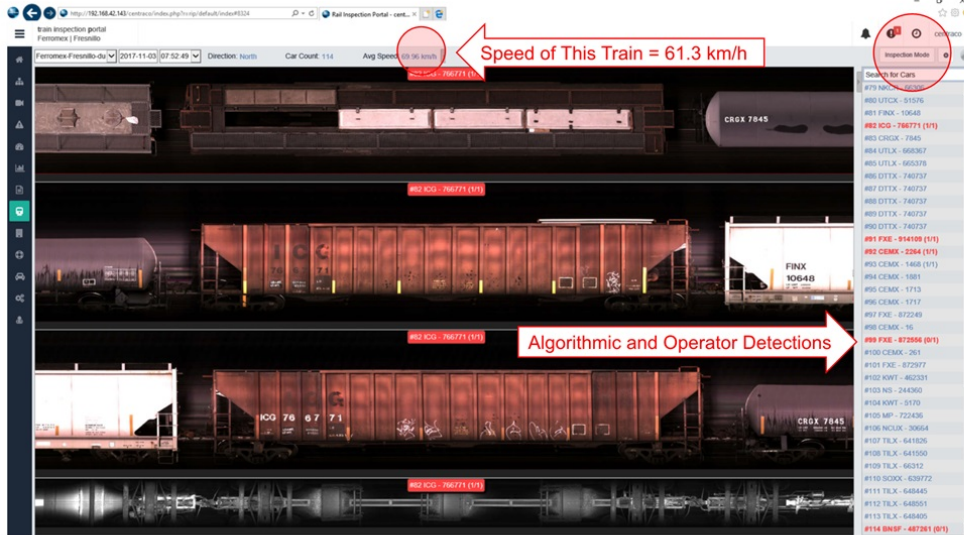


rip® Examples of 360° Remote Detections

- These detections are the result of a combined automated (algorithmic) process and the manual verification by our remote inspection team.
- The manual process is expected to be reduced and eventually significantly reduced as more algorithms are developed.



- ❑ Linear Speed Sensor – Accuracy to 0.02 mph
- ❑ Image Capture with Machine Vision – 2px by 2048 px
- ❑ Line Scans are stitched to a panoramic view
- ❑ Automated and inspector detections are flagged in red
- ❑ Synchronized display
- ❑ Inspection Mode with Ultra HD Zoom



The screenshot displays the 'Inspection Mode' interface. On the left, a list titled 'Search for Cars' contains 15 entries with IDs and model numbers. A red circle highlights the 'Inspection Mode' button at the top of the list. A red arrow points from this button to the text 'Enter Inspection Mode'. Below the list, a red arrow points to a small image thumbnail with the text 'Click to Define Area and to Navigate to an Ultra High Definition Image Detail'. On the right, a large image shows a close-up of a car's suspension component, labeled 'WFRX - 865260'. A red arrow points from the bottom right of this image to the text 'Annotate or select from FRA Library', with a red plus sign icon next to it.

Inspection Mode

Enter Inspection Mode

Search for Cars

- #1 FXE - 4914
- #2 FXE - 4118
- #3 UP - 8806
- #4 FXE - 4047
- #5 TILX - 648572
- #6 TILX - 66213
- #7 WFRX - 865268
- #8 TILX - 66201
- #9 WFRX - 865258
- #10 TILX - 648470
- #11 TILX - 66154
- #12 WFRX - 865292
- #13 TILX - 66192
- #14 WFRX - 865266
- #15 WFRX - 865264

Click to Define Area and to Navigate to an Ultra High Definition Image Detail

WFRX - 865260

LIFT AND JACK HERE

PULL

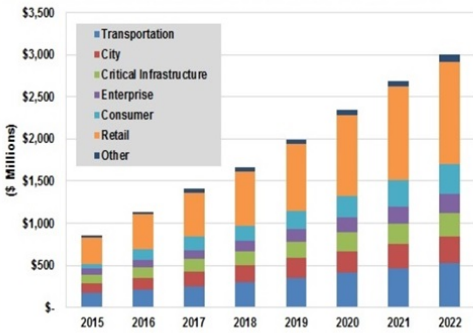
WFRX 865260

Annotate or select from FRA Library

Additional Market Opportunities

\$2B Video Analytics Market

Rising security and safety issues drive video analytics market growth



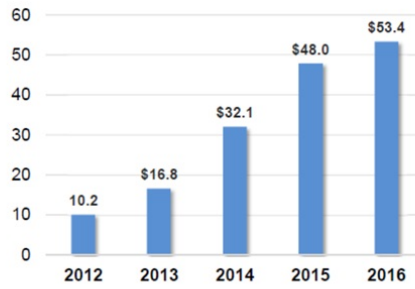
"Analysts forecast the global video analytics market to grow at a **CAGR of 33.2%** over the period 2014-2019."

Source: Technavio, 2015



\$53B Enterprise Information Management (EIM) Market

2012-2016 EIM Growth Driven by Big Data (in Billions of dollars)



"The global enterprise information management market is expected to grow at a **CAGR of 19.5%** through 2020."

Source: Research and Markets "Global Enterprise Information Management Market 2016-2020"

EIM optimizes use of information within organizations for decision-making processes and operations that require the availability of knowledge.



Capital Structure

as of 12/01/2018	
Common Stock	21,047,734
Warrants	24,471,231*
Options	1,067,320**
	2,242,000**
Series B Convertible Preferred	5,660,000***

* Exercise Price : \$0.65

** Exercise Price : \$1.00+

*** Equivalent Common Shares as Converted

Contact Us

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