
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): May 21, 2019

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)

(Former Name or Address, if Changed Since Last Report)

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 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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

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 May 21, 2019.

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 of 1934 or the Securities Act of 1933. The Presentation Material can also be found on our website at <https://duostechologies.com>.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Presentation Material

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: May 21, 2019

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



OTCQB: DUOT

duostech

connected intelligence

INVESTOR PRESENTATION MAY 2019

GOVERNMENT UTILITIES OIL AND GAS RAIL CHEMICAL DISTRIBUTION

The slide features a background image of a man in profile wearing glasses and a cap, looking at a computer monitor. A network diagram of blue nodes and lines is overlaid on the right side. Below the main text, there are six small images representing different industries: Government (a building at night), Utilities (power plant towers), Oil and Gas (an oil pumpjack), Rail (train tracks), Chemical (an industrial refinery), and Distribution (a warehouse).

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," "continue," 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 58 employees and 11 Full-Time Contractors (69 Total)


- Projected 75 employees and 15 FTCs by end of 2019 (90 Total)


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

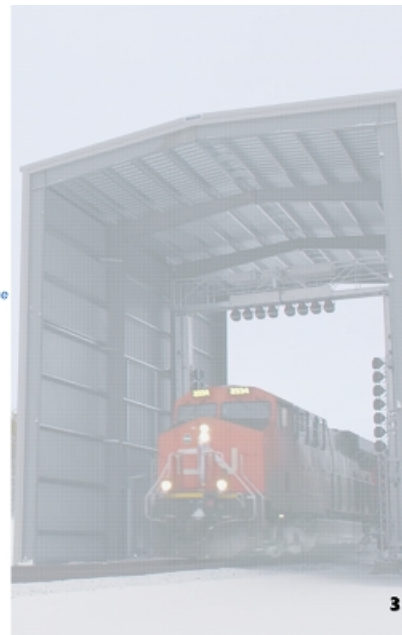
- Intelligent Sensor and Data Analytics
 - *Inputs from virtually any sensor or data input, with emphasis on artificial intelligence (AI)*
- Enterprise Information Management (EIM)
 - *Translate that information from data analytics into actionable insights, creating:*
- Turnkey Engineered Solutions

 Industry-agnostic with current focus on:

-  **rail transportation** *(highlighted in this presentation)*
-  retail distribution centers
-  critical infrastructure security

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

 **Feb. 2019** – Launched AI and deep learning subsidiary **truevue360™**





Our Technologies, Products and Applications



Rail Applications



INSPECTION

Visual inspection systems for railcars



AUTOMATION

Intuitive inspection workflow software



SECURITY

Intelligent video monitoring for rail intruders



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 yard¹

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 2-4 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

- ✓ 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

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rip® Railcar Inspection Portal







The Future of Railcar Mechanical Inspections

- Industry is rapidly shifting to new technology
- Precision railroading requires change in maintenance strategies

Duos rip® solution:

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

Benefits of rip®

-  Reduction/shift of field labor (*Finders become Fixers*)
-  Substantial reduction of dwell time per train
-  Increased safety, accuracy and efficiencies
-  Increase in average system velocity
-  Prevent derailments
-  Substantial savings, impact on rail operator's bottom line



Yard 1

Remote Rail Inspection Portal

Yard 2







Recent Developments:

Duos currently has **5 inspection portal systems** in operation

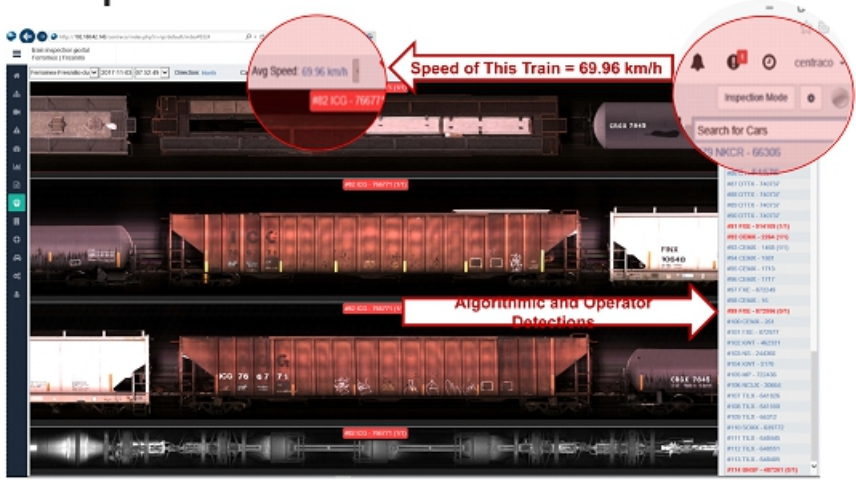
3 additional portals currently being installed

Visibility on **15** additional portals in 2019/2020

centraco® Command and Control Inspection Workflow Software Platform

-  Linear Speed Sensor – Accuracy to 0.02 mph
-  Image Capture: 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

duostech
powered intelligence



\$60B North American Rail Market

Railcar inspections are **mandated** by the FRA.



Freight railroads generally have operated the same way for **more than a century**:

Freight railroads wait for cargo and leave when customers are ready.



Now **railroads want to run more like commercial airlines**, where departure times are set.

Source: The Wall Street Journal (April 2019)

However, the market for automated solutions is **virtually unpenetrated**.



"Precision-scheduled railroading ... sparked a stock rally that has **added tens of billions of dollars to railroad values in the past six months.**"

Source: The Wall Street Journal (April 2019)



Analysts expect "the North American freight rail network to near **full automation in seven years** ... [that] could come in as a significant traffic growth opportunity."

Source: Cowen Washington Research Group



NORTH AMERICAN RAIL MARKET DATA



Source: US Federal Railroad Administration

Rail Applications

rip® Railcar Inspection Portals

rip® Railcar Inspection Portals	
FREIGHT	TRANSIT
	
vue® Vehicle Undercarriage Examiner	tids® Track Intrusion Detection System
tvue® Thermal Vehicle Undercarriage Examiner	apis® Automated Pantograph Inspection System



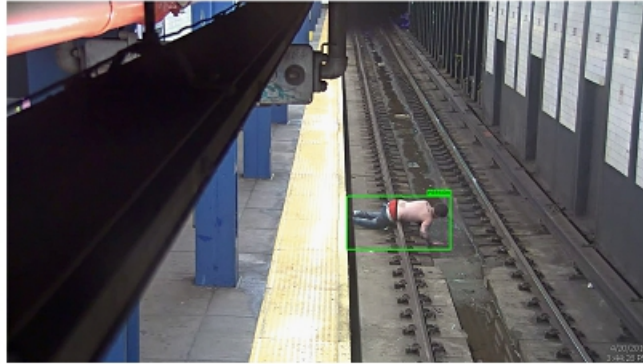
centraco®
Inspection Workflow
Software Platform

duostech
***** intelligence



Case Study - tids®

- 100% accurate human detection with proper pixels on target





Income Statement

(in '000s)	<u>Q1 2019</u> (Unaudited)	<u>Q1 2018</u> (Unaudited)	<u>FY 2018</u>	<u>FY 2017</u>
Revenue	\$4,352	\$1,148	\$12,049	\$3,885
Cost of Sales	2,221	671	6,844	2,295
Gross Profit	2,131	477	5,204	1,590
% of Revenue	49%	42%	43%*	41%
Operating Expenses	2,084	1,216	6,774	5,034
Income (Loss) from Operations	46	(740)	(1,570)	(3,443)
Other Income (Expense)	(2)	(4)	(11)	(1,709)
Net Income (Loss)	44	(\$743)	(\$1,581)	(\$5,152)
EPS (LPS) <small>Per Share on a fully dilutive basis</small>	0.002	(0.04)	(0.08)	(1.43)

Earnings

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

FINANCIAL REVIEW (2018 – 2020)

2018: Record topline revenues with key clients in target markets

2019: Ongoing growth and improving profitability metrics

2020: Recurring revenue expansion driven by truevue360™

2019 GUIDANCE

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

~16-25% increase compared to \$12M revenue in 2018

Balance Sheet Data

OTCQB: DUOT

Analysis

(in '000s)

Based on March 31, 2019
10Q
(Unaudited)

Cash & Accounts Receivable, Prepaid Expenses	\$5,117
Payables, Notes and Accrued Expenses	2,664
Operating Expense Coverage	\$2,453
Current Cash	<u>\$2,092</u>
Estimated operating cash receipts in next 45 Days*	\$1,369
Estimated cash usage in the next 45 Days**	\$1,261

* Based on current billings and anticipated receipts
** Based on current and anticipated operating expenses

Estimated cash on hand Q2: \$2,200

12 Month Backlog

(As of May '19)

<i>Revenue Type</i>	<i>Vertical</i>	<i>Contract Size \$</i>
Projects	Rail	\$5.1M
	Commercial	\$1.0M
Total Projects		\$6.1M
Service and Support (Recurring)	Rail	\$1.5M
	Commercial	\$0.2M
Total Recurring (12 Months)		\$1.7M
Licensing, Professional Services & Consulting		\$0.8M
<i>Estimated Rolling Total Backlog</i>		\$ 8.6M
<i>Pending Orders</i>		\$11.4M

Capital Structure

<i>as of 05/01/2019</i>	
Common Stock	24,635,952
Warrants	18,098,742*
Options	3,085,228** 2,362,000***
Series B Convertible Preferred (CSE)	5,660,000
Total Share Count Fully Diluted	<u>53,841,922</u>

* Cash only Exercise Price : \$0.55

** Exercise Price : \$0.65 - \$1.00+

*** Exercise Price : \$1.00

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.

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 Luceon 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, both from University of Texas, El Paso.

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 multi-billion-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 both from University of Arkansas, Little Rock.



duostech
CONNECTED INTELLIGENCE

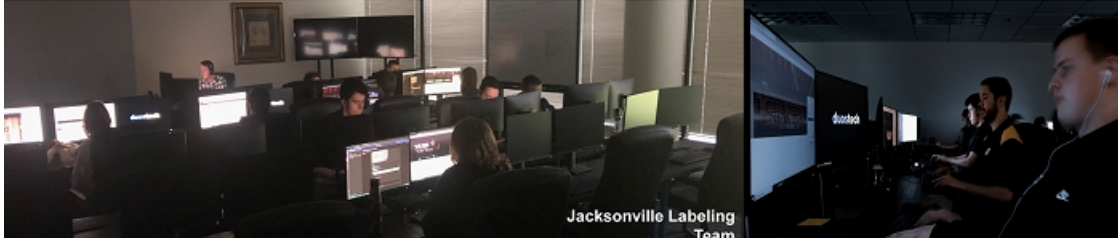
NEURAL NETWORKING

The Future of Duos Technologies

Our AI Team

David Ponevac (CTO)

Europe	Jacksonville, FL
11 Senior Engineers	5 Senior Engineers
	12 Full-Time Jr. Engineers
28 Total Engineers	



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



Superior, **proprietary** technology

- Spent majority of 2018 on further developing in-house technologies to enable exponential scaling in 2019 – 2020
- Entered the **artificial intelligence** market with proprietary platform for Duos as well as third party applications



Growing, **tier-one** customer base

- Multiple, multi-million dollar deployments announced in 2018 with more expected in 2019



Improving **financial** position

- Fortified balance sheet with no current need to raise capital
- 2018 revenue of **\$12 million**, representing a **210%** increase compared to 2017
- 2019 revenue guidance of **\$14 to \$15 million**

Contact Us

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OTCQB: DUOT

