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

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**FORM 8-K**

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**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 9, 2019**

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**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)*

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*(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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
None	None	None

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.

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### 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 9, 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://duostechnologies.com>.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	<a href="#">Presentation Material</a>

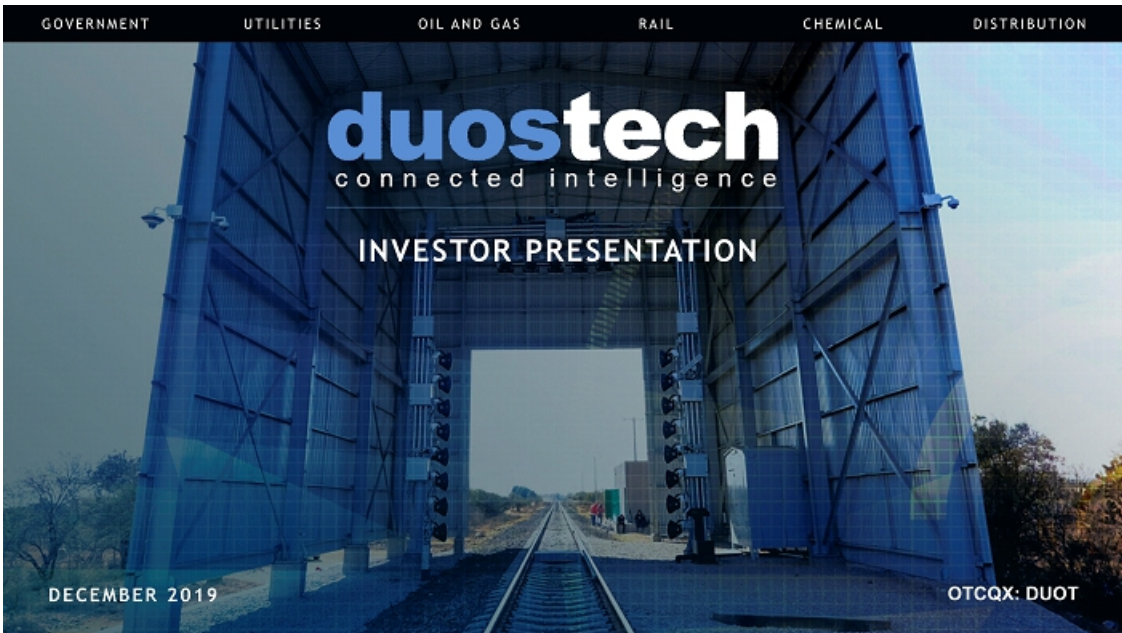
**SIGNATURES**

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 9, 2019

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



# Safe Harbor Statement

OTCQX: 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 74 employees and 11 full-time contractors (**85 Total**)
- ⚙️ Design, develop and implement

## 🧠 **Advanced Intelligent Technologies**

- Intelligent Sensor and Data Acquisition
  - *Inputs from virtually any sensor or data output/input, with*
- Artificial intelligence (AI) Analytics
- Enterprise Information Management (EIM)
  - *Translate and present that information to end users creating:*
- Turnkey Engineered Solutions

**Industry-agnostic** with current focus on:

**Rail transportation** *(highlighted in this presentation)*

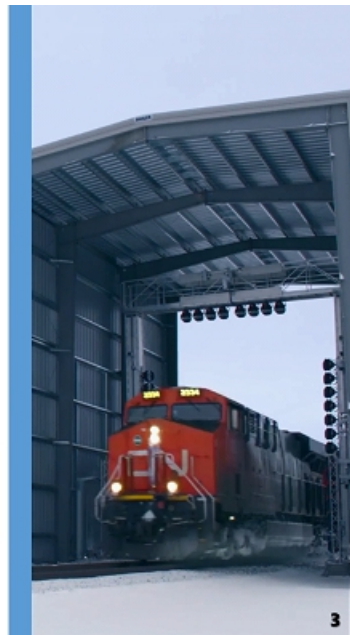
Retail distribution centers

Critical infrastructure security

**Multiple**  
patents granted  
and/or pending

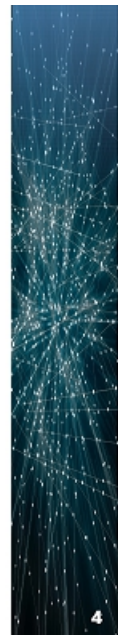
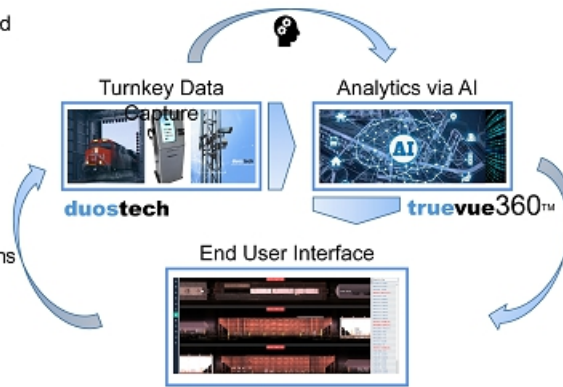
**Feb. 2019** – Launched AI and deep learning subsidiary  
**truevue360™**

**duostech**  
\*\*\*\*\* intelligence



# Connected Intelligence

- Increasing Complexity of Advanced Intelligent Technologies
- Multi Skill Requirements
- Industry-wide Trend to Outsource Development and Maintenance of Complex Technology systems
- Duos differentiator:
  - We provide **end-to-end** solutions



# \$60B North American Rail Market - Significant Revenue Drivers

- Railcar inspections are **mandated** by the Federal Railroad Administration (FRA).
- **Each railcar requires mechanical inspection prior to leaving a rail yard**
- **Average dwell time: 3 hours**

- Freight railroads generally have operated the same way for **more than a century**:
- Recently the business model has **changed significantly**
- Now **railroads want to run more like commercial airlines**, where departure times are set.

Source: The Wall Street Journal (April 2019)

Analysts expect "the North American freight rail network to near full automation in seven years"

...

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"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)

Precision Railroading is based on:

- **Significant labor force reduction**
- **Addition of significant technologies to streamline the mechanical inspection process**
- 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

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





# rip® Railcar Inspection Portal

The Future of Railcar Mechanical Inspections







OTCQX: DUOT

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

### duostech rip® solution:

- Remote, four-sided (360°), automated mechanical inspection while traveling at speeds  $\geq$  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



# Our Rail Applications

## rip® Railcar Inspection Portals

### FREIGHT MODULES



**vue®** Vehicle Undercarriage Examiner

**tvue®** Thermal Vehicle Undercarriage Examiner

### TRANSIT MODULES



**trackAware®** Track Intrusion Detection System

**apis®** Automated Pantograph Inspection System

### centraco®

Inspection Workflow Software Platform



## Recent Developments:

### Canadian National

- 5 Inspection portal systems completed
- 2 Inspection Portals scheduled completion Q4/2019

### KCSM

- 1 Inspection Portal under contract, substantial completion Q4/2019, final installation Q1/2020
- Considered a pilot for future expansion

### CSX

- 1 Inspection Portal under contract, scheduled completion: Q4/2019
- Considered a pilot for future expansion

### Under current negotiations or RFP shortlisted

- National Rail Carrier
- Major City Metro Systems
- Strategic Partnership w significant Rail manufacturer



## FINANCIAL POST



[Emily Jackson](#) - June 4, 2019 4:19 PM EDT [ejackson@nationsofpost.com](mailto:ejackson@nationsofpost.com)

### CN Rail expects automation to save up to \$400 million over next three years

*Artificial intelligence can inspect 120 cars in the same time it takes a worker to check a single car*





**truevue360**  
a **duostech** company

our artificial intelligence subsidiary  
NEURAL

NETWORKING  
**The Future of  
Duos Technologies**



# Where We're Going

## Strategic Vision: To Build a Leading-Edge AI Development Platform

Build Machine Learning Models

*Ability to develop industrial-strength AI applications*

Market to Targeted Industries

*Streamline manual processes with demonstrated ROI*

Build Long-Term, High-Margin Recurring Revenue

# How We'll Get There

## Our Solutions:

*Duos/truview360 has created a platform for model/application development, algorithm creation and analysis of images and sensor data to discover:*

Performance Anomalies

Security Threats

Mechanical Defects

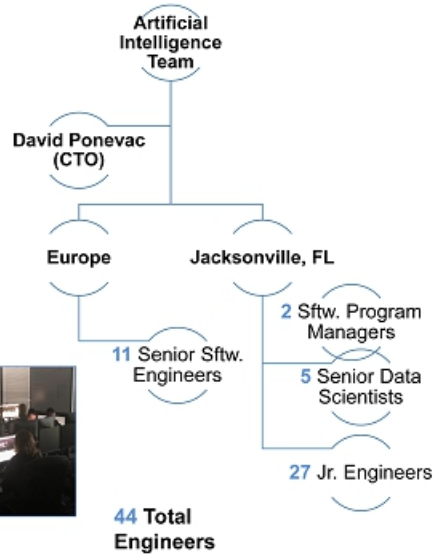
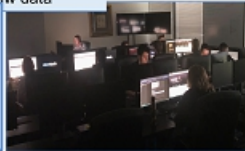
Predictive maintenance issues



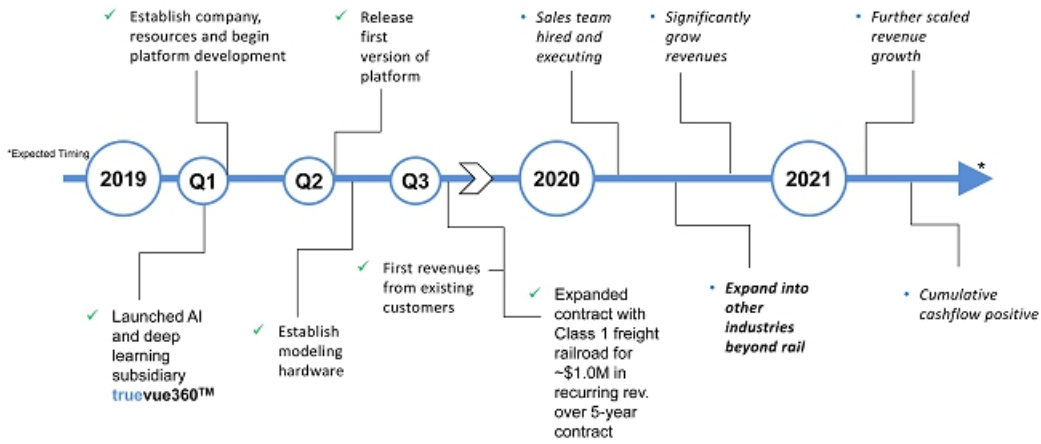
# truevue360™

Leading the Way in Intelligent Technologies

<b>Who</b>	Our Subsidiary <b>truevue360™</b>
<b>What</b>	Focused on AI, deep learning solutions – industry agnostic
<b>When</b>	<p><b>Current deployments:</b> multiple customers - rail car inspections, gate automation (logistics), security applications  <b>22 models completed or in learning mode</b></p> <p><b>In the immediate future</b>  <b>&gt;65 models expected to be completed by Q3/2020</b></p>
<b>Why</b>	This new technology enables computers to <b>continuously learn new concepts from raw data</b>
<b>Business Model</b>	<p><b>Pricing consists of:</b></p> <ul style="list-style-type: none"> <li>• Upfront charge per model development</li> <li>• Annual Upfront License charge                             <ul style="list-style-type: none"> <li>• per model/algorithm</li> <li>• per site</li> </ul> </li> </ul>



# truevue360™ Roadmap







# Consolidated Income

OTCQX: DUOT

(in '000s)	2019 Guidance	9 Mos 2019 (Unaudited)	9 Mos 2018 (Unaudited)	TTM (6/30/19) (Unaudited)	FY 2018
Revenue	\$13.5 - \$14.0M	\$7,896	\$9,490	\$13,359	\$12,048
Cost of Sales		4,566	5,428	7,583	6,844
Gross Profit		3,330	4,062	5,776	5,204
% of Revenue		42%	43%	43%*	43%*
Operating Expenses		6,365	4,796	7,878	6,774
Income (Loss) from Operations		(3,035)	( 734)	(2,102)	(1,569)
Other Income (Expense)		(15)	( 11)	(7)	(11)
Net Income (Loss)		(\$3,050)	( \$745)	(\$2,109)	(\$1,580)
EPS (LPS)		(0.13)	(\$0.04)	(0.08)	(0.08)

\*Excludes "one-off" pass through 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 investment in AI resources

**2020:** Recurring revenue expansion driven by **truevue360™**

## 2020 GUIDANCE

2020 initial revenue guidance is \$20 million

Expected recurring revenue component to be ~15%

## Balance Sheet Data

### Analysis

Based on September 30, 2019  
10Q  
(Unaudited)

(in '000s)	
Current Assets	\$4,026
Current Liabilities (excluding Contract Liabilities & Deferred Revenue)	3,729
Operating Expense Coverage	\$297
Cash <sup>12/31/19</sup>	<u>\$726</u>
Estimated operating cash receipts in next 30 Days*	\$2,949
Estimated cash usage in the next 30 Days*	\$2,633

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

\*\* Jan A/R Collections anticipated to be 1.5M

Estimated cash on hand Q4 \$527\*\*

# Capital Structure

as of 11/30/2019 (in millions)	
Common Stock	27.6
Warrants	18.9*
Options	2.4** 2.3***
Series B Convertible Preferred (CSE)	3.4
Total Share Count Fully Diluted	<u>54.6</u>

\* Cash only Exercise Price : \$0.55

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

\*\*\* Exercise Price : \$1.00

# Experienced Leadership Team

OTCQX: 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 S.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

### **EVP, Interim-Chief Operating Officer | 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 Luceen 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.

## Javier Acosta

### **VP, Operations | Operating Subsidiary**

Mr. Acosta has more than 20 years' experience in operational and planning leadership roles, having worked with a large Fortune 20 company, as well as with much smaller companies. His leadership, vision, and team building efforts have produced process improvements while fostering strong ties with consumers, distribution channel partners, and organizations world-wide. While at Ford Motor Company, he served across various roles and international assignments providing global contributions to Ford's industry leading multinational process improvement initiatives.

## 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 both from University of Arkansas, Little Rock.

# 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
  - **Unquantifiable AI market**



## Growing, tier-one customer base

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



## Improving financial position

- 2018 revenue of **\$12 million**, representing a **210%** increase compared to 2017
- 2019 revenue guidance of **\$13.5 to \$14 million**



## 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



## Built for the Future

- Launched AI and deep learning subsidiary **truevue360™** earlier this year
- Proprietary platform compatible with third party applications
- Transition to software focus should lead to increased margins and recurring revenues

OTCQX: DUOT

## Contact Us

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