

---

---

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): February 6, 2020

---

**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))

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.

---

---

### 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 February 7, 2020.

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	<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: February 6, 2020

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



# Safe Harbor Statement


Pending NASDAQ: 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

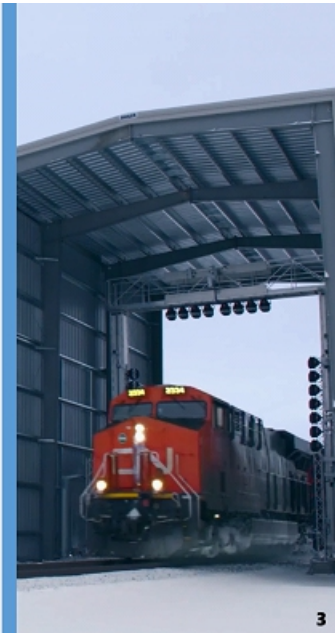
 Headquartered in **Jacksonville, FL**

 Staff of 74 employees and 11 full-time contractors (**85 Total**)

 We design, develop and implement

### Turnkey Advanced Intelligent Technologies

-  • **Intelligent Sensor and Data Acquisition Systems**
  - Decode inputs from virtually any sensor or data output/input*
-  • **Artificial Intelligence (AI) Analytics**
  - Emphasis on AI enables faster results that improve over time*
-  • **Enterprise Information Management (EIM)**
  - Translate and present that information to end users seamlessly*



# Who We Serve

Our Products are Industry Agnostic with current focus on

- **Rail transportation** *(highlighted in this presentation)*
- Retail distribution centers
- Critical infrastructure security



9 patents and 16 trademarks granted and/or pending



February 2019 - Launched AI and deep learning subsidiary **truevue360™**



# What is Connected Intelligence

- Advanced, intelligent technologies are becoming increasingly complex
- Development requires multiple skill sets across different areas of expertise
- Industry-wide trend to outsource development and maintenance of these complex technology systems

## Duos Differentiator

We provide end-to-end solutions to address this unmet needs



### duostech

#### Turnkey Data Capture

Allows operators to access vital information without disrupting existing processes



### truevue360™

#### Analytics via AI capabilities

Captured data is converted into actionable information and leveraged at scale



### duostech

#### End User Interface

Presents information, images and other data to the customer in a format that allows for clear decision making





# Our Solutions for Rail

*Significant Revenue Driver*



# Rapidly Changing Rail Industry

## *Precision Railroading is a Game Changer*

- 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
- **“Precision-scheduled railroading ... sparked a stock rally that has added tens of billions of dollars to railroad values in the past 6 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”
- **...However, the market for automated solutions is virtually unpenetrated**

Source: Cowen Washington Research Group

## The Current Railcar Inspection Process

- Railcar inspections are **mandated** by the Federal Railroad Administration (FRA)
- **Each** railcar requires mechanical inspection **prior to leaving a rail yard**
- Currently conducted **manually inside rail yards**
- Average dwell time: **1.5 to up to 3 hours per train**
- **We invented the automated rail car inspection portal technology**
- Industry is rapidly adopting this new technology, **introducing automation**
- Precision railroading requires change in maintenance strategies



## Our Solution

### duostech rip® solution:

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



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

## Railcar Inspection Portal (rip®)

Implementations:

- ◆ Mechanical Inspections
- ◆ Border Crossings ◆ Security Inspections

### 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 operator's bottom line

# rip® 360° Example Detections at Speed



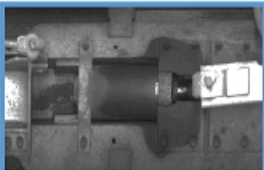
Dead Body (Mexico)



Separated Truck



Illegal Riders



Oil Leak



Spring out of Position



Shaved Axel

360° Inspection

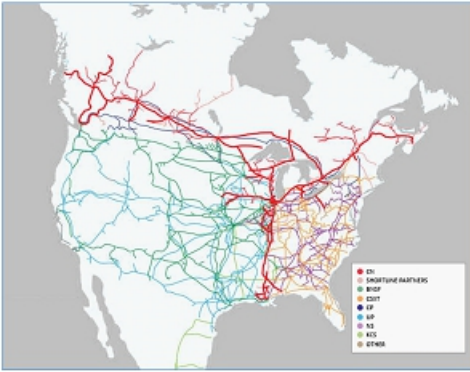


See video at  
<https://vimeo.com/332002914>

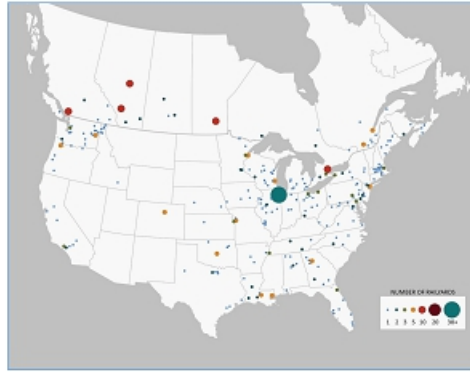
# The North American Rail Market

*Significant Growth Opportunity, Revenue Driver*

NORTH AMERICAN RAIL NETWORK



NORTH AMERICAN RAILYARDS



# rip® Railcar Inspection Portal

## Recent Developments:

### Canadian National

- 7 Inspection portal systems completed over two years
- Significant expansion of existing systems planned for 2020 (additional aspects also to be included)

### KCSM

- 1 portal shipped in Q4/2019, final installation Q1/2020
- Considered a pilot for future expansion

### CSX

- 1 Inspection completed in Q4/2019
- Next phase is development of AI applications
- Considered a pilot for future expansion

### Transit Rail

- Applications adapted to transit sector
- Marketing started in Q3/2019

### Industrial Version

- Developed/deployed with manufacturers
- Shortlines represent significant market opportunities

## FINANCIAL POST



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

*NEURAL NETWORKING*

**Our Technologies' Future in Artificial  
Intelligence and Intelligent Analytics**



Proprietary **AI platform** including privately hosted **cloud architecture**



**Industry agnostic with initial target industries:**

- *Rail*
- *Logistics*
- *Security*
- *Government*



**Current deployments:**

- *22 rail applications completed or in learning mode for multiple customers*
- Gate automation (logistics)
- Security applications



**In the immediate future:**

- *>12 new models per month to be completed*

#### SaaS Pricing Model Builds **Recurring Revenue**

① Upfront charge per model development

② Annual upfront license charge

Per application

Per site

#### **truevue360** Platform Capabilities

New technology enables computers to **continuously learn** new concepts from raw data

Model development and algorithm creation designed for **analysis of images and sensor data** to discover:

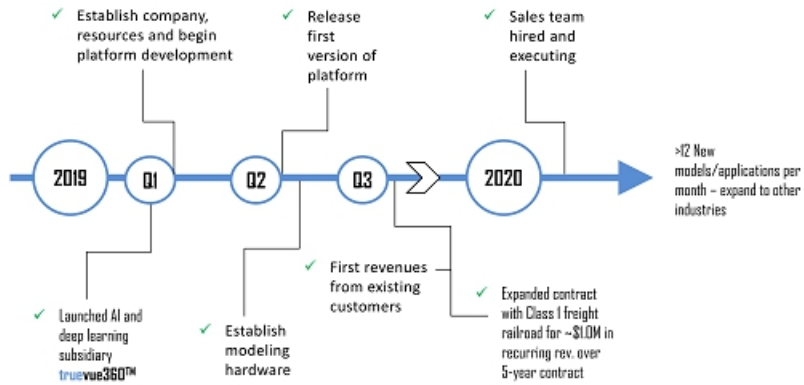
Performance Anomalies

Security Threats

Mechanical Defects

Predictive maintenance issues

# truevue360™ Roadmap





**duostech**  
connected intelligence

**Financial Overview**

424.222	19.234	129.784	11.22	3513.567	8311.04
3513.567	31.532	511.445	98.78	288.456	9631.77
288.456	66.232	732.243	22.34	499.231	9830.00
499.221	89.111	947.234	19.29	1349.234	8693.52
1349.234	67.632	981.321	44.55	343.967	6131.87
343.567	98.232	335.234	31.12	342.448	2198.83
342.246	41.332	111.439	23.89	31.532	1198.72
31.532	61.323	266.423	89.34	662.232	8923.90
662.232	77.218	882.118	99.34	4444.785	3600.85
4444.785	53.682	909.123	87.11	354.234	6286.81
354.234	87.322	777.234	31.12	636.111	0753.41
636.111	69.321	412.341	23.89	78.673	7548.58
78.673	59.113	545.324	89.34	8339.111	8770.43
8339.111	79.332	741.234	99.34	87.632	9873.37
67.632	12.321	874.326	87.11	98.232	8653.07
98.232	59.113	452.113	44.87	2333.452	4498.66
2333.452	79.332	893.465		12.543	8703.37
12.543	99.223	862.235		55.896	1048.08
55.896	87.124	974.423		3341.332	6821.21
3341.332	77.218	893.465		6441.323	0953.73
6441.323	3.682	862.235		62227.112	6343.09
62227.112	87.322	974.423		33.662	8311.04
33.562	332.321	988.335		271.288	9631.77
271.266	59.113	582.936		77.218	9830.00
77.218	79.332	352.398		3.682	8693.52
3.562	332.321	223.564		87.322	6131.87
332.321	332.321	338.541		332.321	2198.83
332.321	44.532	991.333		59.113	1198.72
44.532	97.234	221.987		79.322	8923.90
97.234	332.321	334.567		332.321	3600.85
332.321	344.125			44.532	6286.81
344.125				97.234	0753.41
				332.321	7548.58
				344.125	8770.43

# Consolidated Income Statement

Pending NASDAQ: DUOT

(in '000s)	9 Months 2019 <i>(Unaudited)</i>	9 Months 2018 <i>(Unaudited)</i>	FY 2018	FY 2017
Revenue	\$7,896	\$9,490	\$12,048	\$3,885
Cost of Sales	4,566	5,428	6,844	2,295
Gross Profit	3,330	4,062	5,204	1,590
% of Revenue	42%	43%	43%	41%
Operating Expenses	6,365	4,796	6,774	5,034
Income (Loss) from Operations	(3,035)	(734)	(1,569)	(3,443)
Other Income (Expense)	(15)	(11)	(11)	(1,709)
Net Income (Loss)	(\$3,050)	(\$745)	(\$1,580)	(5,152)
EPS (LPS)*	(1.82)	(\$0.56)	(\$1.06)	(\$20.07)

\* *Non-Adjusted*

## FINANCIAL REVIEW (2018 - 2020)

**2018:** Record topline revenues with key clients in target markets

**2019:** Revenue Guidance \$13.5 - \$14.0 million

**2020:** Initial Revenue Guidance \$ 20.0 million, *expected to be cashflow positive for full year*

## Selected Data

<i>(in '000s)</i>	<i>Based on September 30, 2019 100</i> <i>(Audited)</i>
Current Assets	\$4,026
Cash, A/R, Contract Assets*	\$3,767
Current Liabilities	\$5,326
Deferred Revenue, Contract Liabilities**	\$1,597
Debt (non-convertible, 3% Coupon)	\$1,000

Cash 1/24/2020: \$1,019

\* Contract Assets become A/R as projects complete milestones  
 \*\* Contract Liabilities reduce as project milestones completed

# Capital Structure

Pending NASDAQ: DUOT

<i>as of 12/31/2019</i>	
Common Stock	1,980,085
Warrants Options	1,521,250* 163,010**
Series B Convertible Preferred ***	243,572
<b>Total Share Count Fully Diluted</b>	<b>3,907,917</b>

\* Weighted Average Exercise Price: \$8.78/share  
\*\* Exercise Price: \$14.00/share  
\*\*\* Common Stock Equivalent as converted

# Experienced Leadership Team

## 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 Duas Engineering B.V. which was later rebranded as Duas Technologies (USA), Inc., the predecessor company of Duas. In 2002, Duas 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 Duas 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

### *VP, Chief Financial Officer, Director*

Mr. Goldfarb is an industry veteran including more than 33 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 CEO, 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 Bachelor of Arts in Business Administration with a concentration in Finance.

## Connie Weeks

### *VP, Chief Accounting Officer*

Ms. Weeks has over thirty-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 Duas team for over 17 years. She also oversees the Company's Human Resources function.

## Pending NASDAQ: DUOT

## Wm. Scott Carns

### *SVP, 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 Duas, 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 13 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 Lucason LLC and worked with a range of domestic and international clients operating in the public and private sectors. He holds a Bachelor 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 customers, 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 28 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 Duas 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

Pending NASDAQ: DUOT



## 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
- 2020: Initial Revenue Guidance \$ 20.0 million, expected to be cashflow positive for full year



## 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

## Contact Us

### Duos Technologies Corporate

Tracie Hutchins  
Duos Technologies Group, Inc.  
904-652-1601  
[th@duostech.com](mailto:th@duostech.com)

### Investor Relations

Matt Glover or Tom Colton  
Gateway Investor Relations  
949-574-3860  
[DUOT@gatewayir.com](mailto:DUOT@gatewayir.com)

Pending NASDAQ: DUOT



