

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

FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**DUOS TECHNOLOGIES GROUP, INC.**

*(Exact name of registrant as specified in its charter)*

**Florida**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**7373**  
*(Primary Standard Industrial  
Classification Code Number)*

**65-0493217**  
*(I.R.S. Employer  
Identification Number)*

**6622 Southpoint Drive South, Suite 310  
Jacksonville, Florida 32216  
(904) 652-1616**  
*(Address, including zip code, and telephone number including  
area code, of Registrant's principal executive offices)*

**Adrian Goldfarb  
(904) 296-2807**  
*(Name, address, including zip code, and telephone number  
including area code, of agent for service)*

**With copies to:**

**Joseph M. Lucosky, Esq.  
Lawrence Metelitsa, Esq.  
Lucosky Brookman LLP  
101 Wood Avenue South, 5<sup>th</sup> Floor  
Woodbridge, NJ 08830  
Tel. No.: (732) 395-4400**

**Gregory Sichenzia, Esq.  
Marcelle Balcombe, Esq.  
Sichenzia Ross Ference LLP  
1185 Avenue of the Americas, 37<sup>th</sup> Floor  
New York, NY 10036  
Tel.: (212) 930-9700**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333.235455

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price<sup>(1)</sup></b>	<b>Amount of Registration Fee<sup>(1)</sup></b>
Common Stock, par value \$0.001 per share	\$ 115,000	\$ 14.93
Underwriter's Warrant to Purchase Common Stock <sup>(2)</sup>	—	—
Shares of Common Stock issuable upon exercise of Representative's Warrant <sup>(3)</sup>	\$ 7,500	\$ 0.97
<b>Total</b>	<b>\$ 122,500</b>	<b>\$ 15.90</b>

- (1) The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$9,800,000 on a registration statement on Form S-1 (File No. 333-235455), which was declared effective by the Securities and Exchange Commission on February 12, 2020. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, or the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$122,500 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares and shares issuable upon exercise of the Underwriter's Warrants.
- (2) In accordance with Rule 457(g) under the Securities Act, because the shares of the Registrant's common stock underlying the warrants and Representative's warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.
- (3) The proposed maximum aggregate offering price of the Underwriter's Warrants is \$7,500, which is equal to the difference between 150% of \$405,000 (5% of \$8,100,000 which is the new maximum aggregate offering price of the securities being registered hereby without including the over-allotment option) and 150% of \$400,000 (5% of \$8,000,000 which was the previous maximum aggregate offering price of the securities registered hereby without including the over-allotment option).

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.**

## Explanatory note and incorporation by reference

Duos Technologies Group, Inc., a Florida corporation, or the registrant, is filing this registration statement to register additional securities with the Securities and Exchange Commission, or the SEC, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of the securities contemplated by the registration statement on Form S-1 (File No. 333-235455), which the Company originally filed on December 11, 2019, as amended, or the Prior Registration Statement, which the SEC declared effective on February 12, 2020. This registration statement incorporates by reference the contents of the Prior Registration Statement, including all amendments and exhibits thereto.

The Company is filing this Registration Statement for the sole purpose of increasing the number of securities to be registered for issuance and sale by warrants to purchase 10,357 shares of Common Stock, being issued to the Underwriters as compensation for its services pursuant to an engagement letter entered into by and between the Company and the Underwriters (the "Underwriter's Warrants") and by 248,571 shares of Common Stock, which consists of: (a) 207,143 shares of Common Stock; (b) 31,071 shares of Common Stock that may be sold pursuant to the underwriters' option to purchase additional shares; and (c) 10,357 shares of Common Stock underlying the Underwriter's Warrants. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the registration declared effective on February 12, 2020.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## Exhibit index

<b>Exhibit number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Lucosky Brookman LLP.</a>
23.1	<a href="#">Consent of Salberg &amp; Company, P.A.</a>
24.1*	<a href="#">Power of Attorney.</a>

\* Previously filed on the signature page to the registrant's Registration Statement on Form S-1 (File No. 333- 235455) filed with the Securities and Exchange Commission on December 11, 2019 and incorporated by reference herein.

### Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on February 12, 2020.

Duos Technologies Group, Inc.

By: /s/ Gianni B. Arcaini  
Name: Gianni B. Arcaini  
Title: Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gianni B. Arcaini</u> Gianni B. Arcaini	Chief Executive Officer (Principal Executive Officer), President, Chairman of the Board	February 12, 2020
<u>/s/ Adrian G. Goldfarb</u> Adrian G. Goldfarb	Chief Financial Officer (Principal Financial Officer), Executive Vice President, Director	February 12, 2020
<u>*</u> Connie L. Weeks	Chief Accounting Officer (Principal Accounting Officer), Executive Vice President	February 12, 2020
<u>*</u> Kenneth Erhman	Director	February 12, 2020
<u>*</u> Blair Fonda	Director	February 12, 2020
<u>*</u> Ned Mavrommatis	Director	February 12, 2020

\*By /s/ Gianni B. Arcaini  
Gianni B. Arcaini  
Attorney-in-Fact



LUCOSKY BROOKMAN LLP

101 Wood Avenue South  
5<sup>th</sup> Floor  
Woodbridge, NJ 08830T – (732) 395-4400  
F – (732) 395-4401[www.lucbro.com](http://www.lucbro.com)

February 12, 2020

Duos Technologies Group, Inc.  
6622 Southpoint Drive S., Suite 310  
Jacksonville, Florida 3221645 Rockefeller Plaza  
Suite 2000  
New York, NY 10111**RE: Form S-1 Registration Statement File No. 333-235455 and Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended**

Gentlemen:

We have acted as counsel to you, Duos Technologies Group, Inc., a Florida corporation, (the “Company”) in connection with the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”) on December 11, 2019 (File No.333-235455) (as amended, the “Initial Registration Statement”) and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (the “Post-Effective Amendment” and together with the Initial Registration Statement, the “Registration Statement”). The Post-Effective Amendment relates to the registration of warrants to purchase 10,357 shares of Common Stock of the Company, being issued to the Underwriters as compensation for its services pursuant to an engagement letter entered into by and between the Company and the Underwriters (the “Additional Underwriter’s Warrants”), 238,214 shares of Common Stock of the Company (the “Additional Shares”), and up to 10,357 shares of Common Stock underlying the Underwriter’s Warrants (the “Additional Underlying Shares”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus (the “Prospectus”), other than as expressly stated herein with respect to the issue of the Additional Underwriter’s Warrants, Additional Shares, and the Additional Underlying Shares.

In connection with this opinion, we have examined the originals or copies certified or otherwise identified to our satisfaction of the following: (a) Articles of Incorporation of the Company, as amended to date, (b) Bylaws of the Company, as amended to date, and (c) the Registration Statement and all exhibits thereto. In addition to the foregoing, we also have relied as to matters of fact upon the representations made by the Company and its representatives and we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us certified or photostatic copies.

In connection with this opinion, we have examined the originals or copies certified or otherwise identified to our satisfaction of the following: (a) Articles of Incorporation of the Company, as amended to date, (b) Bylaws of the Company, as amended to date, and (c) the Registration Statement and all exhibits thereto. In addition to the foregoing, we also have relied as to matters of fact upon the representations made by the Company and its representatives and we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us certified or photostatic copies.

Based upon the foregoing and in reliance thereon, and subject to the qualifications, limitations, exceptions and assumptions set forth herein, we are of the opinion that, having been issued and sold in exchange for payment in full to the Company of all consideration required therefor as applicable, and as described in the Registration Statement:

- (1) The Additional Shares are validly issued, fully paid and non-assessable;
- (2) The Additional Underwriter's Warrants constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms; and
- (3) The Additional Underlying Shares, when issued upon exercise of the Additional Underwriter's Warrants in the manner and on the terms described in the Registration Statement and the Additional Underwriter's Warrants, including receipt of the requisite consideration set forth therein, will be duly authorized, validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the laws of the State of Florida, including the Constitution of the State of Florida, all applicable provisions of the statutory provisions, and reported judicial decisions interpreting those laws. We are attorneys licensed to practice in the States of New York and New Jersey and our opinions herein assume the laws of the State of Florida as applied here are the same as in those jurisdictions. This opinion letter is limited to the laws in effect as of the date the Registration Statement is declared effective by the Commission and is provided exclusively in connection with the public offering contemplated by the Registration Statement.

This opinion letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above.

This opinion letter is furnished in connection with the filing of the Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and to the use of our name as it appears in the Prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very Truly Yours,

/s/Lucosky Brookman LLP  
Lucosky Brookman LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference of our report dated April 12, 2019, except for Note 17, "Reverse Stock Split", as to which the date is January 24, 2020 on the consolidated financial statements of Duos Technologies Group, Inc. and Subsidiaries, as of December 31, 2018 and 2017 and for each of the two years in the period ended December 31, 2018, included in Form S-1 of Duos Technologies Group, Inc. and Subsidiaries, under the Securities Act of 1933, and to the reference to our firm under the heading "Experts" in the prospectus.

*/s/ Salberg & Company, P.A.*

SALBERG & COMPANY, P.A.  
Boca Raton, Florida  
February 12, 2020