

**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 4, 2022

Duos Technologies Group, Inc.

(Exact name of registrant as specified in its charter)

Florida
*(State or Other Jurisdiction
of Incorporation)*

001-39227
*(Commission
File Number)*

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

7660 Centurion Parkway, Suite 100, Jacksonville, Florida 32256
(Address of Principal Executive Offices) (Zip Code)

(904) 296-2807
(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))

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>
Common Stock (par value \$0.001 per share)	DUOT	The Nasdaq Stock Market LLC

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 check mark 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.

Item 2.02 Results of Operations and Financial Condition.

The materials attached to this Current Report on Form 8-K (this "Report") as Exhibit 99.1 include disclosure that Duos Technologies Group, Inc. (the "Company") expects its revenues for the first quarter of 2022 to be approximately \$1.3-\$1.4 million, and revised its net loss for the fourth quarter of 2021 to \$200,000.

Because the Company's financial statements for the quarter ended March 31, 2022 have not yet been finalized or reviewed, these preliminary statements regarding the Company's revenues as of March 31, 2022 are subject to change, and the Company's actual revenues as of that date may differ materially from these preliminary estimates. Accordingly, you should not place undue reliance on these preliminary estimates.

Item 7.01 Regulation FD Disclosure.

As previously announced, the Company presented at the Planet MicroCap Showcase 2022 in Las Vegas on Wednesday, May 4, 2022 at 2:00 p.m. PT (5:00 p.m. ET). Pursuant to Regulation FD, the Company hereby furnishes the materials presented in the form of a PowerPoint Presentation.

The information provided under Item 2.02 and Item 7.01 of this Report, including Exhibit 99.1, is "furnished" and shall not be deemed "filed" with the Securities and Exchange Commission (the "SEC") or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended. The PowerPoint Presentation may also be found on our website at <https://duostechologies.com>.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. **Description of Exhibit**

Cautionary Note Regarding Forward-Looking Statements

This Report includes forward-looking statements regarding the Company's financial results and estimates and business prospects that involve substantial risks and uncertainties that could cause actual results to differ materially. Forward-looking statements relate to future events and typically address the Company's expected future business and financial performance. Words such as "plan," "expect," "aim," "believe," "project," "target," "anticipate," "intend," "estimate," "will," "may," "should," "could," "forecast" and other words and terms of similar meaning, typically identify such forward-looking statements. In particular, statements regarding our projected revenues are examples of such forward-looking statements. Forward-looking statements involve risks and uncertainties and there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, risks related to the finalization and review of our quarterly results for the quarter ended March 31, 2022 and the possibility that such results may differ from those disclosed in this Report, the Company's ability to continue as a going concern, the Company's ability to generate sufficient cash to continue and expand operations, the competitive environment generally and in the Company's specific market areas, changes in technology, the availability of and the terms of financing, changes in costs and availability of goods and services, economic conditions in general and in the Company's specific market areas, changes in federal, state and/or local government laws and regulations potentially affecting the use of the Company's technology, changes in operating strategy or development plans and the ability to attract and retain qualified personnel. The Company cautions that the foregoing list of risks, uncertainties and factors is not exclusive. Additional information concerning these and other risk factors is contained in the Company's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other filings filed by the Company with the SEC, which are available at the SEC's website, <http://www.sec.gov>. The Company believes its plans, intentions and expectations reflected in or suggested by these forward-looking statements are based on reasonable assumptions. No assurance, however, can be given that the Company will achieve or realize these plans, intentions or expectations. Indeed, it is likely that some of the Company's assumptions may prove to be incorrect. The Company's actual results and financial position may vary from those projected or implied in the forward-looking statements and the variances may be material. Each forward looking statement speaks only as of the date of the particular statement. We do not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in our expectations or any change in events, conditions or circumstances on which any forward-looking statement is based, except as required by law. All subsequent written and oral forward-looking statements concerning the Company or other matters attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above.

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 4, 2022

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



Safe Harbor Statement

This presentation, as well as other written or oral statements made from time to time, includes "forward-looking statements". Forward-looking statements are not based on historical information and include, without limitation, statements regarding our future financial condition and future results of operations, business strategy and plans and objectives of management for future operations. This presentation includes statistical and other industry and market data that we obtained from industry publications and research, surveys and studies conducted by third parties or us. Industry publications and third-party research, surveys and studies generally indicate that their information has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. All of the market data used in this presentation involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. While we believe these industry publications and third-party research, surveys and studies are reliable, we have not independently verified such data. The industry in which we operate is subject to a high degree of uncertainty, change and risk due to a variety of factors, which could cause results to differ materially from those expressed in the estimates made by the independent parties and by us including statements regarding projected revenue and margins, new product developments, potential increases in our customer base and deployments, possible mergers and acquisitions activity, and our plans to expand into new markets, countries and categories. 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.

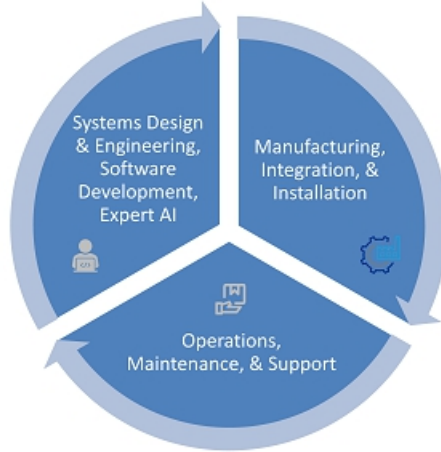
Any reference to financial projections in this presentation, if any, are for illustrative purposes only and are based upon certain hypothetical assumptions, which we believe are reasonable as of the date of this presentation. The selection of assumptions requires the exercise of judgment and is subject 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. This presentation includes statistical and other industry and market data that we obtained from industry publications and research, surveys and studies conducted by third parties or us. Industry publications and third-party research, surveys and studies generally indicate that their information has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. All of the market data used in this presentation involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates.

Who We Are

Advanced Technology Solutions Company

Headquartered in Jacksonville, FL
 Strong intellectual property portfolio
 Founded in 2001
 Listed on Nasdaq: DUOT

We don't move commerce; we help customers move their commerce safer and faster



Systems Design & Engineering, Software Development, Expert AI
 Duos HQ

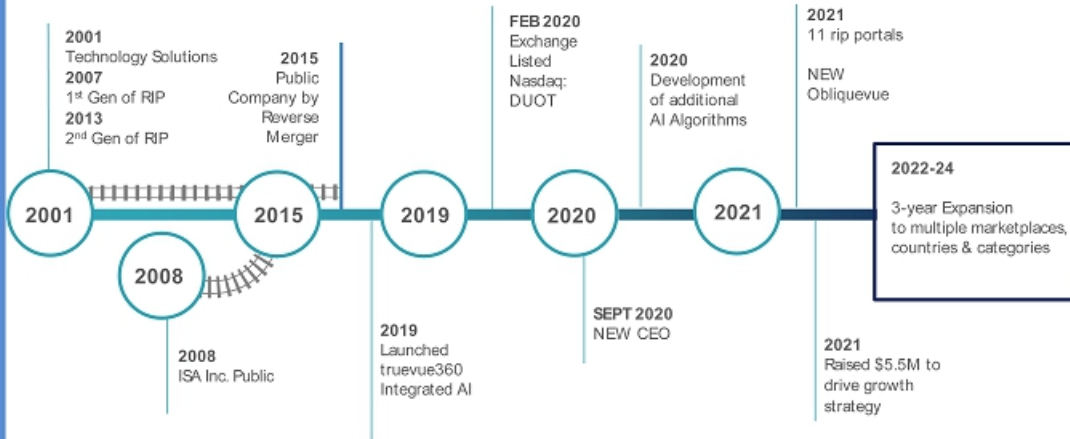


Manufacturing, Integration, & Installation
 Duos HQ | Customer Location



Operations, Maintenance, & Support
 Duos HQ | Customer Location

Recent History



Management Team

Charles (Chuck) Ferry
 Chief Executive Officer



- Over 35 years of military and private-sector leadership
 - Previously CEO for APR Energy
 - Previously GM for ARMA Global
- 26 years Army veteran
 - Infantry, ranger, and special operations commander



Jeff Necciai
 Chief Technology Officer

Over 25 years of experience in designing, developing, and delivering value-driven technology solutions across a wide range of industries



Ben Eiser
 Chief Operating Officer

Global projects leadership to ensure on-time, under budget deployment
 21 years Army veteran
 Airborne Infantry and Ranger Unit Leader



Adrian Goldfarb
 Chief Financial Officer

Over 40 years business experience in technology companies including over 12 years as CFO of public companies



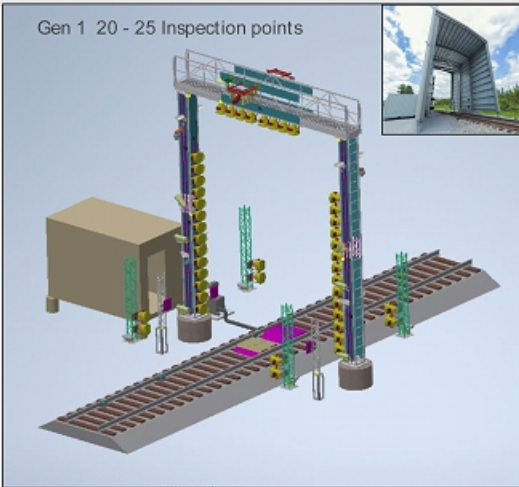
Connie Weeks
 Chief Accounting Officer

Key member of the Duos team for 35 years
 Responsible for all aspects of financial reporting, internal controls, and auditing

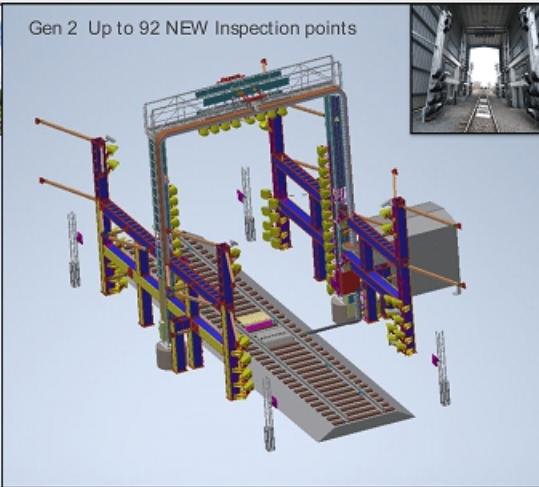


Rail Portfolio – Railcar Inspection Portal (rip®)

Gen 1 20 - 25 Inspection points

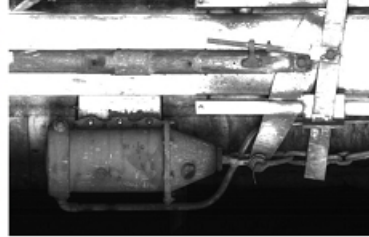
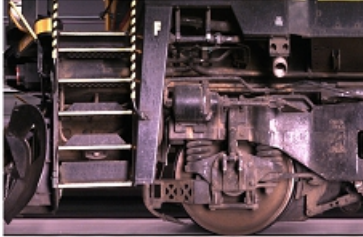
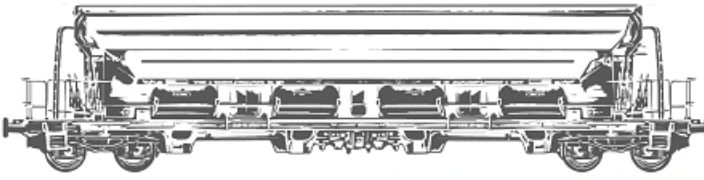


Gen 2 Up to 92 NEW Inspection points



High Resolution Images

Captured at 70mph



duostech | Nasdaq: DUOT

centraco® + AI | Data Analysis (Rail Sample)

Raw images from multiple sensors

Collected, processed, analyzed in centraco®

Presented to user to make a decision

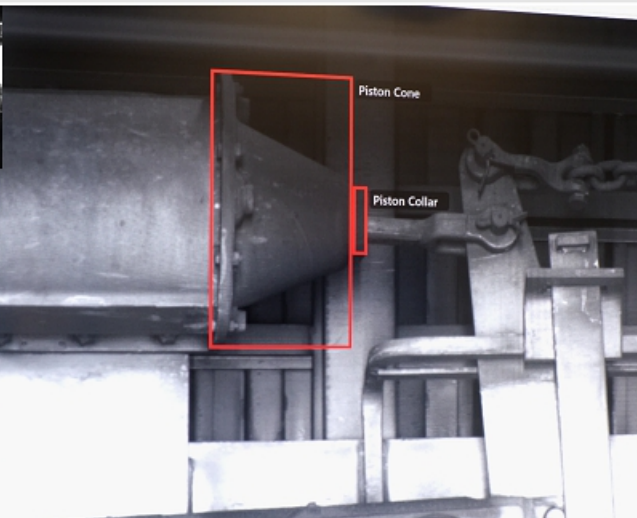
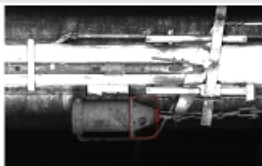
SELECTING RED CAR NUMBER
REVEALS THE DETECTION VALIDATION WINDOW

Media Id	Date Uploaded	Size	Filename	MIME Type	File Size	Common Id	Stream	Image	XML Annotations
32691611	11/2/2021 01:04	1950x2948px	211015_115527	image/jpeg	4.34 MB	-	VUE B Panorama	Download	Download

duostech | Nasdaq: DUOT

Expert AI Added to Training Models

Images translated into actionable data



Image

Media Id	: 32691611
Date Uploaded	: 11/2/2021 01:04
Size	: 1950x2948px
Filename	: 211015_115527
MIME Type	: image/jpeg
File Size	: 4.34 MB
Common Id	: -
Stream	: VUE B Panorama
Image	: Download
XML Annotations	: Download

Labels - refresh

Label	: Piston Cone
User	: Dan Smythe
Date	: 11/30/2021 06:00
Manual	: Yes
Probability	: 100.00%
Consensus	: Valid Reset

Label	: Piston Collar
User	: Dan Smythe
Date	: 11/30/2021 06:00
Manual	: Yes
Probability	: 100.00%
Consensus	: Valid Reset

duostech | Nasdaq: DUOT

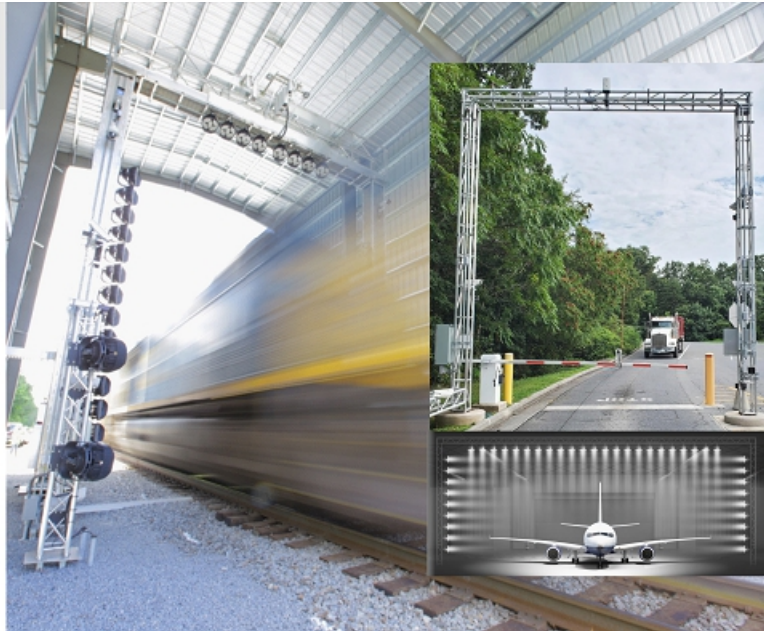
Market Applications

Our Products are Industry Agnostic with current focus on:

- Railcar Inspection Portal
- Truck Inspection Portal
- Aircraft Inspection Portal

- All supported by in house effort
- Systems Design & Engineering, Software Development, Expert AI
 - Manufacturing & Integration & Installation
 - Operation & Maintenance & Support

duostech | Nasdaq: DUOT
CONNECTED INTELLIGENCE



Our Strategy

"Taking proven solutions and technologies, adding our expertise, and applying to other industries"

Railcar Inspection Portal	Truck Inspection Portal
Aircraft Inspection Portal	5G EDGE Data Centers

Rail Transportation \$3.5 Billion by FY27

Aviation MRO to grow to \$4.7 Billion by FY30

Global Cargo Inspection to reach \$2.3 Billion by FY28

5G EDGE Data Centers \$13.5 Billion by FY25

2020-2021

BUSINESS TURNAROUND

Phase 1



2022

INITIAL GROWTH

Phase 2



2023-24

GROWTH EXPANSION

Phase 3



IMPROVED CUSTOMER EXPERIENCE

- Technical Delivery / QA&QC
- Operational
- Expand customer base / complete initial R&D phase
- Recurring Revenue

EXPAND RAIL CUSTOMER BASE

- Pivot into other sectors through Business Development
- Leverage R&D Architecture into new offerings
- M&A

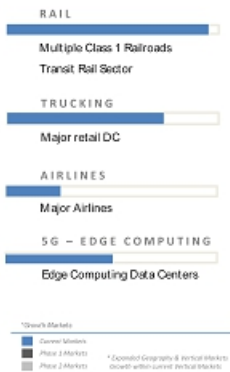
EXPAND GLOBAL MARKET OPPORTUNITY

- International Transportation Markets

Our Vision

We don't move commerce; we help customers move their commerce safer and faster

*GLOBAL MARKET OPPORTUNITY



Investment Highlights



Significant, Global Market Opportunities*

- Combined North American markets exceed **\$24B**
 - **\$3.5B** Rail Transportation
 - **\$2.3B** Global Cargo Inspection
 - **\$4.7B** Aviation Maintenance and Repair Operations
 - **\$13.5B** 5G/Edge Data Centers
- * Multiple sources previously cited



Strong Rail Industry Tailwinds

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



Growing, Large Cap Customer Base

- Multiple, multi-million dollar deployments announced in 2022 with more expected in 2023



Superior, Proprietary Technology

- Spent majority of 2021 on further developing in-house technologies to enable exponential scaling in 2022 – 2024



Improving Financial Position

- 2021 revenue of **\$8.25 million**
- 2022 expected revenue of **\$16.5 - \$18 million with improved margins anticipated**
- Improved Balance sheet with sufficient working capital - **Strengthened cash position**
- Increasing Project Scopes
- Increasing recurring revenue base



Built for the Future

- Expanded AI and deep learning functionality
- Developed "Expert AI" concept
- Ongoing Focus on AI and Software Technology
 - Expected increased margins and recurring revenues

Consolidated Income Statement

(In '000s)	Q4 2021 (Unaudited)	Q1 2022 (Guidance) ⁽¹⁾	FY 2021 (Audited)	FY 2022 (Guidance) ⁽¹⁾
Revenues	\$3,716	\$1.3 - \$1.4M ²	\$8,260	\$16.5 - \$18M
Cost of Revenues	3,098		10,819	
Gross Margin	618		(2,559)	
Operating Expenses	858		4,898	
Income (Loss) from Operations	(240)		(7,457)	
Other Income (Expense)	40		1,448 ³	
Net Income (Loss)	(200)		(6,009)	
EPS (LPS)	(\$0.05)		(\$1.63)	
Weighted Average Shares Outstanding	3,694	6,094 ⁴	3,694	

(1) Guidance for 2022 based on contracts in backlog
 (2) Anticipated revenue range for Q1 2022
 (3) Forgiveness of Coronavirus PPP Loan
 (4) Current Common Stock Outstanding not including Series B Preferred Shares

Balance Sheet

Selected Data

(in '000s)	Dec 31, 2020, 10-K (Audited)	Dec 31, 2021, 10-K (Audited)
Current Assets	\$5,803	\$3,289
Cash, A/R, Contract Assets ⁽¹⁾	\$5,316	\$2,636
Current Liabilities	\$3,636	\$3,940
Deferred Revenue, Contract Liabilities ⁽²⁾	\$1,025	\$1,829
Debt (SBA Loan) ⁽³⁾	\$1,410	\$0
Cash	\$3,969	\$894
Working Capital	\$2,167	(\$651)
Stockholders' Equity	\$1,883	\$781

(1) Contract Assets become A/R as projects complete milestones
 (2) Contract Liabilities reduce as project milestones completed
 (3) SBA Loan was forgiven in Q1 2021

Capital Structure

As of 04/22/22	
Common Stock	6,096,541
Warrants	1,376,466 ⁽¹⁾
Options	1,096,266 ⁽²⁾
Series B Convertible Preferred	121,572 ⁽³⁾
Series C Convertible Preferred	0
Total Share Count Fully Diluted	8,699,417
Market Capitalization (April 25, 2022)/Fully Diluted	\$26M/\$27M ⁽⁴⁾

(1) Weighted Average Exercise Price: \$5.18/share
(2) Weighted Average Exercise Price: \$5.85/share
(3) Common Stock Equivalent as converted = 951 Preferred Shares (Series B)
(4) Note: Calculated by Intrinsic Value Method

Contact Us

Duos Technologies Corporate

Fei Kwong
Duos Technologies Group, Inc.
904-652-1625
fk@duostech.com

Investor Relations

Matt Glover or Tom Colton
Gateway Investor Relations
949-574-3860
DUOT@jfgewzjir.com

Nasdaq: DUOT