

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Bleichroeder LP</u> (Last) (First) (Middle) <u>1345 AVENUE OF THE AMERICAS</u> <u>47TH FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DUOS TECHNOLOGIES GROUP, INC. [DUOT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
---	---	---

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series F Convertible Preferred Stock	\$6.2 ⁽¹⁾	11/10/2023		S ⁽¹⁾			5,000	(1)	(1)	Common Stock	806,452	\$1,000	0	I	See footnote ⁽²⁾
Series E Convertible Preferred Stock	\$3 ⁽¹⁾	11/10/2023		P ⁽¹⁾		5,000		(1)	(1)	Common Stock	1,666,667	\$1,000	9,000	I	See footnote ⁽²⁾
Series E Convertible Preferred Stock	\$3 ⁽³⁾	11/10/2023		P ⁽³⁾		2,500		(3)	(3)	Common Stock	833,333	\$1,000	11,500	I	See footnote ⁽²⁾

Explanation of Responses:

1. On 11/10/2023, 21 April Fund, Ltd. and 21 April Fund, LP exchanged, with DUOS Technologies Group, Inc. ("Issuer"), an aggregate of 5,000 shares of Series F Convertible Preferred Stock ("Series F") of the Issuer for 5,000 shares of Series E Preferred Stock ("Series E") of the Issuer per the terms of an agreement between 21 April Fund, Ltd., 21 April Fund, LP and the Issuer. Each share of Series F was convertible into shares of Common Stock at a conversion price of \$6.20. Each share of Series E is convertible into shares of Common Stock at a conversion price of \$3.00. Per the Articles of Amendment of the Issuer's Articles of Incorporation defining the preferences, rights and limitations of each series of preferred stock ("Articles"), conversion of these shares is subject to a Beneficial Ownership Limitation (defined therein) of 19.99% of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion.

2. This form is filed by Bleichroeder LP. Bleichroeder LP serves as registered investment adviser to 21 April Fund, Ltd., 21 April Fund, LP and other managed accounts. Bleichroeder LP disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Bleichroeder LP is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

3. On 11/10/2023, 21 April Fund, Ltd., 21 April Fund, LP and the Issuer entered into an agreement (the "Securities Purchase Agreement") under which 21 April Fund, Ltd. and 21 April Fund, LP purchased from the Issuer 2,500 shares of Series E at a per share price of \$1,000. Each share of Series E is convertible into shares of Common Stock at a conversion price of \$3.00. In accordance with the Articles, conversion of these shares is subject to a Beneficial Ownership Limitation (as defined therein) of 19.99% of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion.

Michael M. Kellen, Chairman and CO-CEO of Bleichroeder LP 11/14/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.