

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

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

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) 1345 AVENUE OF THE AMERICAS 47TH FLOOR _____ (Street) NEW YORK NY 10105 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DUOS TECHNOLOGIES GROUP, INC. [DUOT]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) 09/19/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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			
Common Stock	09/19/2024		X		344,644	A	\$2.61	1,627,806	I	See footnote ⁽³⁾

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				
Warrants to Purchase Common Stock	\$3 ⁽¹⁾	09/19/2024		J ⁽¹⁾			300,000	07/22/2024	07/22/2029	Common Stock	300,000	(1)	0	I	See footnote ⁽³⁾
Warrants to Purchase Common Stock	\$0.55 ⁽¹⁾	09/19/2024		J ⁽¹⁾			44,644	09/25/2019	09/25/2024	Common Stock	44,644	(1)	0	I	See footnote ⁽³⁾
Warrants to Purchase Common Stock	\$2.61 ⁽¹⁾	09/19/2024		J ⁽¹⁾		300,000		07/22/2024	07/22/2029	Common Stock	300,000	(1)	300,000	I	See footnote ⁽³⁾
Warrants to Purchase Common Stock	\$2.61 ⁽¹⁾	09/19/2024		J ⁽¹⁾		44,644		09/25/2019	09/25/2024	Common Stock	44,644	(1)	44,644	I	See footnote ⁽³⁾
Warrants to Purchase Common Stock	\$2.61 ⁽¹⁾	09/19/2024		X			300,000	07/22/2024	07/22/2029	Common Stock	300,000	\$0	0	I	See footnote ⁽³⁾
Warrants to Purchase Common Stock	\$2.61 ⁽¹⁾	09/19/2024		X			44,644	09/25/2019	09/25/2024	Common Stock	44,644	\$0	0	I	See footnote ⁽³⁾
Series E Convertible Preferred Stock	\$3 ⁽²⁾	09/19/2024		J ⁽²⁾			12,500	(2)	(2)	Common Stock	4,166,667	\$1,000	0	I	See footnote ⁽³⁾
Series E Convertible Preferred Stock	\$2.61 ⁽²⁾	09/19/2024		J ⁽²⁾			12,500	(2)	(2)	Common Stock	4,789,272	\$1,000	12,500	I	See footnote ⁽³⁾

Explanation of Responses:

1. On September 19, 2024, DUOS Technologies Group, Inc. (the "Issuer") and Bleichroeder LP, investment advisor to 21 April Fund, Ltd. and 21 April Fund, LP, agreed to amend (x) those certain 300,000 warrants ("2024 Warrants") to acquire Common Stock at an exercise price of \$3.00 per share and (y) those certain 44,644 warrants (the "2019 Warrants") to acquire Common Stock at an exercise price of \$0.55 per share (such number of shares and exercise price reflecting adjustments resulting from a 1-for-14 reverse stock split), in each case, to (i) remove a Beneficial Ownership Limitation (as defined therein) of 9.99% of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of Common Stock upon exercise of the applicable warrants and (ii) amend the exercise price to \$2.61 per share. On September 19, 2024, following the amendments of the 2024 Warrants and the 2019 Warrants, the Holders exercised the 2024 Warrants and the 2019 Warrants.

2. On September 19, 2024, the Issuer agreed to reduce the conversion price for the Series E Convertible Preferred Stock from \$3.00 to \$2.61. Conversion of these shares is subject to a Beneficial Ownership Limitation 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.

3. This form is filed by Bleichroeder LP. The securities reported herein are directly held by 21 April Fund, Ltd. and 21 April Fund, 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.

Michael M. Kellen, Chairman and
Co-CEO of Bleichroeder, LP 09/23/2024

** 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.