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): March 27, 2020

Date	of Report (Date of earliest event report	eu): March 27, 2020				
	SPAR Group, Inc. (Exact Name of Registrant as Specific	ed in Charter)				
<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>0-27408</u> (Commission File No.)	<u>33-0684451</u> (IRS Employer Identification No.)				
Address of Principal Executive Offices)	estchester Avenue, South Building, Suite 204, White Plains, NY ss of Principal Executive Offices) Registrant's telephone number, including area code: (248) 364-7727					
(Form	ner Name or Former Address, if Change	d Since Last Report)				
securities registered pursuant to Section 12(b) of the						
Title of each class Common Stock, \$0.01 par value	Trading Symbol(s) SGRP	Name of each exchange on which registered The NASDAQ Stock Market LLC				
ollowing provisions: Written communications pursuant to Rule Soliciting material pursuant to Rule 14a-1 Pre-commencement communications purs Pre-commencement communications purs ndicate by check mark whether the registrant is hapter) or Rule 12b-2 of the Securities Exchange	425 under the Securities Act (17 CFR 240 2 under the Exchange Act (17 CFR 240 suant to Rule 14d-2(b) under the Exchanguant to Rule 13e-4(c) under the Exchangan emerging growth company as defin Act of 1934 (§240.12b-2 of this chapter mark if the registrant has elected not to	0.14a-12) Inge Act (17 CFR 240.14d-2(b)) Inge Act (17 CFR 240.13e-4(c)) Inge Act (17 CFR 240.13e-4(c)) Indeed in Rule 405 of the Securities Act of 1933 (§230.405 of this c). In our use the extended transition period for complying with any new				

Item 2.02. Results of Operations and Financial Condition.

On March 27, 2020, we, SPAR Group, Inc. ("SGRP" or the "Registrant"), and its subsidiaries (together with SGRP, "we", "our" or the "Company"), issued a press release (the "Release") dated March 27, 2020, reporting our financial results for our year ended on December 31, 2019.

A copy of the Release is attached to this Current Report on Form 8-K (this "Report") as Exhibit 99.1 and is hereby incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

The information set forth under Item 2.02 above is hereby incorporated by reference into this Item 7.01

Forward Looking Statements

This Press Release contains and the above referenced recorded comments will contain "forward-looking statements" made by SPAR Group, Inc. ("SGRP", and together with its subsidiaries, the "SPAR Group" or the "Company"), will be filed shortly in a Current Report on Form 10-K by SGRP with the Securities and Exchange Commission (the "SEC"). There also are "forward looking statements" contained in SGRP's Annual Report on Form 10-K for the year ended December 31, 2019 (the "2019 Annual Report"), which will be filed shortly with the SEC, SGRP's Definitive Proxy Statement and Information Statement on Schedules 14A and 14C, respectively, respecting the unilateral election of Robert G. Brown as a SGRP Director by written consents and SGRP's Special Meeting of Stockholders to held on April 23, 2020 (the "Proxy/Information Statement"), which will be filed shortly with the SEC, SGRP's Definitive Proxy Statement on Schedule 14A for the registrant's 2020 Annual Meeting of Stockholders scheduled to be held on May 13, 2020 (the "2020 Proxy Statement"), which will be filed shortly with the SEC, SGRP's Annual Report on Form 10-K/A for the year ended December 31, 2018 (the "2018 Annual Report"), which was filed by SGRP with the SEC on April 24, 2019, and SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders held on May 15, 2019 (the "2019 Proxy Statement"), which SGRP filed with the SEC on April 29, 2019, and SGRP's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and statements as and when filed with the SEC (including the 2019 Annual Report, the Proxy/Information Statement, the 2020 Proxy Statement, 2018 Annual Report and the 2019 Proxy Statement, each an "SEC Report"). "Forward-looking statements" are defined in Section 27A of the Securities Act of 1933, as amended (the "Exchange Act"), and other applicable federal and state securities laws, rules and regulations, as amended (together with the Securities Act and Exchange Act, collectively, "Securities Laws").

The 2019 Annual Report includes a new Risk Factor respecting the coronavirus: Any outbreaks or rapid spread of such a contagious disease, or the fear of it, could significantly disrupt the retail operations of or the global and domestic supply chains for our customers, and our work for them, and could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could materially and adversely affect retail business and demand. Any of those events may change or disrupt the needs or demands of the Company's customers and could have a material and adverse effect on the Company or its business, performance or condition. See Risk Factors in the 2019 Annual Report.

The forward-looking statements made by the Company in this Press Release may include (without limitation) any expectations, guidance or other information respecting the pursuit or achievement of the Company's corporate strategic objectives (growth, customer value, employee development, greater productivity & efficiency, and earnings per share), building upon the Company's strong foundation, leveraging compatible global opportunities, growing the Company's client base and contacts, continuing to strengthen the Company's balance sheet, growing revenues and improving profitability through organic growth, new business developments and strategic acquisitions, and continuing to control costs. The Company's forward-looking statements also include, in particular and without limitation, those made in "Business", "Risk Factors", "Legal Proceedings", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 2019 Annual Report and 2018 Annual Report. You can identify forward-looking statements in such information by the Company's use of terms such as "may", "will", "expect", "intend", "believe", "estimate", "anticipate", "continue", "plan", "project" or similar words or variations or negatives of those words.

You should carefully consider (and not place undue reliance on) the Company's forward-looking statements, risk factors and the other risks, cautions and information made, contained or noted in or incorporated by reference into this Press Release, the 2019 Annual Report, the 2018 Annual Report, the Proxy Statement and the other applicable SEC Reports that could cause the Company's actual performance or condition (including its assets, business, clients, capital, cash flow, credit, expenses, financial condition, income, liabilities, liquidity, locations, marketing, operations, performance, prospects, sales, strategies, taxation or other achievement, results, risks, trends or condition) to differ materially from the performance or condition planned, intended, anticipated, estimated or otherwise expected by the Company (collectively, "expectations") and described in the information in the Company's forward-looking and other statements, whether express or implied. Although the Company believes them to be reasonable, those expectations involve known and unknown risks, uncertainties and other unpredictable factors (many of which are beyond the Company's control) that could cause those expectations to fail to occur or be realized or such actual performance or condition to be materially and adversely different from the Company's expectations. In addition, new risks and uncertainties arise from time to time, and it is impossible for the Company to predict these matters or how they may arise or affect the Company. Accordingly, the Company cannot assure you that its expectations will be achieved in whole or in part, that the Company has identified all potential risks, or that the Company can successfully avoid or mitigate such risks in whole or in part, any of which could be significant and materially adverse to the Company and the value of your investment in SGRP's Common Stock.

You should carefully review the risk factors described in the 2019 Annual Report and 2018 Annual Report (See Item 1A – Risk Factors) and any other risks, cautions or information made, contained or noted in or incorporated by reference into the 2019 Annual Report, the 2018 Annual Report, the Proxy Statement or other applicable SEC Report. All forward-looking and other statements or information attributable to the Company or persons acting on its behalf are expressly subject to and qualified by all such risk factors and other risks, cautions and information.

The Company does not intend or promise, and the Company expressly disclaims any obligation, to publicly update or revise any forward-looking statements, risk factors or other risks, cautions or information (in whole or in part), whether as a result of new information, risks or uncertainties, future events or recognition or otherwise, except as and to the extent required by applicable law.

Item 9.01. Financial Statements and Exhibits.

(a) Exhibits:

99.1 Press Release of the Registrant dated March 27, 2020.

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 thereunto duly authorized.

SPAR Group, Inc.

Date: April 2, 2020

Sy: /s/ James R. Segreto

James R. Segreto, Chief Financial Officer



SPAR Group Announces Financial Results for the Fourth Quarter and Twelve Months Ended December 31, 2019

WHITE PLAINS, N.Y., March 27, 2020 (GLOBE NEWSWIRE) -- SPAR Group, Inc. (Nasdaq: SGRP), a leading supplier of retail merchandising, business technology and other marketing services in 10 countries throughout North America, Latin America, Asia Pacific and Africa, today announced financial results for the three- and twelve-month periods ended December 31, 2019.

Highlights for the three- and twelve-month periods ended December 31, 2019, as compared to the same periods during the prior year include the following:

- Revenue for the fourth quarter of 2019 increased \$4.1 million, or 7.1 percent, to \$61.1 million. International operations increased \$4.2 million year-over-year, primarily due to Brazil, Mexico, and South Africa.
- Revenue for the twelve-month period ended December 31, 2019 increased \$23.7 million, or 10.3 percent, to \$252.9 million. Domestic operations contributed \$10.7 million of the year-over-year revenue growth, due primarily to an increase in project revenue. International operations contributed \$13.0 million of the increase, driven primarily by the growth in Brazil, Mexico, Canada and Japan.
- Operating income for the fourth quarter of 2019 decreased \$728,000 to \$1.2 million, compared to \$1.9 million for the same period last year.
- Operating income for the twelve-month period ended December 31, 2019 more than doubled to \$10.2 million, an increase of \$6.5 million. The increase
 was driven by strong performance by both domestic and international operations.
- Net loss attributable to SPAR Group for the fourth quarter of 2019 was \$(626,000), or \$(0.03) per share, compared to a net loss of \$(534,000), or \$(0.03) per share, during the fourth quarter of 2018.
- Net income attributable to SPAR Group for the twelve-month period ended December 31, 2019 was \$2.4 million, or \$0.12 per diluted share, compared to a net loss of \$(1.6 million), or \$(0.07) per diluted share, during the same period last year.
- As highlighted in the GAAP reconciliation table below, the Company incurred significant non-cash and one-time charges during 2018. Excluding non-cash and one-time charges, non-GAAP net income attributable to SPAR Group during 2018 was approximately \$1.3 million or \$0.06 per diluted share.

Financial Results by Geography (in 000's, except per share data)

	Three Months Ended December							
		3	1,		%	31,		%
Revenue:		2019		2018	Change	2019	2018	Change
International	\$	43,476	\$	39,289	10.7%	\$ 162,156	\$ 149,142	8.7%
Domestic		17,577		17,711	nmf	90,720	80,049	13.3%
Total	\$	61,053	\$	57,000	7.1%	\$ 252,876	\$ 229,191	10.3%

	Three Months Ended December									
	31,			%	December 31,			l ,	%	
Operating Income/(Loss):		2019		2018	Change		2019		2018	Change
International	\$	3,000	\$	3,320	(9.7%)	\$	7,373	\$	6,272	17.6%
Domestic		(1,816)		(1,408)	nmf		2,818		(2,543)	nmf
Total	\$	1,184	\$	1,912	(38.1%)	\$	10,191	\$	3,729	173.3%

	Thre	Three Months Ended December 31,				Twelve Months Ended December 31,				
Net income (loss):		2019		2018			2019		2018	
International	\$	905	\$	821	10.1%	\$	1,764	\$	1,529	16.5%
Domestic		(1,531)		(1,355)	nmf		655		(3,080)	nmf
Total	\$	(626)	\$	(534)	nmf	\$	2,419	\$	(1,551 ₎	nmf
Earnings Per Basic Share:	\$	(0.03)	\$	(0.03)		\$	(0.12)	\$	(0.07)	

"We delivered across-the-board improvement in financial results during 2019, with solid top-line organic growth, as well as a significant improvement in profitability both domestically and internationally. Greater operating efficiencies, operating leverage and disciplined cost control resulted in 18% growth in international profitability and restored meaningful profitability to our domestic operations. Domestic revenue benefited from new customer acquisitions, as well as growth from existing accounts. The increase in international revenue was led by strong organic growth in Brazil, and continued strength in Mexico, Canada and Japan," said Chief Executive Officer, Christiaan Olivier. "We started 2020 with continued momentum domestically and internationally and a strong pipeline of new business opportunities. However, we expect the rapidly evolving coronavirus situation to negatively affect our second quarter financial results as project work shifts to the second half of 2020. The wellbeing of our customers, staff and field teams are a top priority and we are prepared to take appropriate action as conditions require. While it is too early to determine the financial impact of the outbreak, we are bidding on new business in support of essential retailers, which we expect to partially offset a slowdown in project work. In addition, we believe a large portion of delayed project work will still be performed during the second half of the year, and I would note that our operating model has a relatively variable cost structure and affords us the ability to adapt quickly to changes in the market."

Margin Profile by Geography Gross Margin:

	Three Months Ende	Three Months Ended December 31,		Twelve Mon Decemb		Basis Point
	2019	2018	Change	2019	2018	Change
International	20.2%	22.4%	(220)	17.2%	17.1%	10
Domestic	18.7%	19.6%	(90)	23.5%	23.5%	-
Total	19.7%	21.5%	(180)	19.5%	19.3%	20

Operating Income as a % of Sales

operating means to a 70 or state	Three Months Ended December 31,		Basis Point			
	2019	2018	Change	2019	2018	Change
International	6.9%	8.5%	(160)	4.6%	4.2%	40
Domestic	(10.4%)	(8.0%)	(240)	3.1%	(3.2%)	590
Total	1.9%	3.4%	(150)	4.0%	1.6%	240

International gross profit margin for the three- and twelve-month periods ended December 31, 2019 was 20.2% and 17.2%, respectively, compared to 22.4% and 17.1% for the same periods in 2018. For the twelve-month period ended December 31, 2019, the international subsidiaries, Japan, Australia, and India experienced favorable gross margin improvement year over year, while all other international subsidiaries experienced some gross margin pressure compared to the same period last year.

Domestic gross profit margin for the three-month period ended December 31, 2019, was 18.7% compared to 19.6% for the same period in 2018. The year-over-year decrease in domestic gross profit margin was directly attributable to an unfavorable mix in lower gross margin project work. For the twelve-month period ended December 31, 2019, domestic gross profit margin remained relatively consistent year over year.

Balance Sheet as of December 31, 2019

As of December 31, 2019, cash and cash equivalents totaled \$10.5 million. Working capital was \$17.4 million and current ratio was 1.4 to 1. Total current assets and total assets were \$64.0 million and \$81.3 million, respectively. Total liabilities were \$50.0 million and total equity was \$31.4 million as of December 31, 2019.

Non-GAAP Financial Measures & Key Metrics

In addition to disclosing financial measures prepared in accordance with GAAP, this press release and the accompanying tables contain certain non-GAAP financial measures.

Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similarly titled measures presented by other companies. SPAR Group considers these non-GAAP financial measures to be important because they provide useful indicators of its performance and liquidity measures. These are key measures used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short and long-term operational plans. In addition, investors often use similar measures to evaluate the performance of a company. Non-GAAP financial measures are presented for supplemental informational purposes only for understanding the company's operating performance. The non-GAAP financial measures should not be considered a substitute for financial information presented in accordance with GAAP, and may be different from non-GAAP financial measures presented by other companies. The GAAP financial measure most directly comparable to each non-GAAP financial measure used or discussed, and a reconciliation of the differences between each non-GAAP financial measure and the comparable GAAP financial measure, are included in this press release after the consolidated financial statements.

Non-GAAP Net Income is defined as Net Income (loss) adjusted by removing the impact of one-time non-recurring charges.

About SPAR Group

SPAR Group, Inc. is a diversified international merchandising and marketing services Company and provides a broad array of services worldwide to help companies improve their sales, operating efficiency and profits at retail locations. The Company provides merchandising and other marketing services to manufacturers, distributors and retailers worldwide and coordinates the operations through the use of multi-lingual proprietary technology which drives the logistics, communication and reporting for global operations and customers. SPAR works primarily in mass merchandiser, office supply, value, grocery, drug, independent, convenience, home improvement and electronics stores; as well as providing furniture and other product assembly services, audit services, in-store events, technology services and marketing research. The Company has supplied projects and product services in the United States since certain of its predecessors were formed in 1979 and internationally since the Company acquired its first international subsidiary in Japan, in May of 2001. Product services include restocking and adding new products, removing spoiled or outdated products, resetting categories "on the shelf" in accordance with client or store schematics, confirming and replacing shelf tags, setting new sale or promotional product displays and advertising, replenishing kiosks, providing in-store event staffing and providing assembly services in stores, homes and offices. Audit services include price audits, point of sale audits, out of stock audits, intercept surveys and planogram audits. Other merchandising services include whole store or departmental product sets or resets (including new store openings), new product launches, in-store demonstrations, special seasonal or promotional merchandising, focused product support and product recalls. The Company currently does business in ten countries that encompass approximately 50% of the total world population through its operations in the United States, Canada, Japan, South Africa, India, Chi

Forward-Looking Statements

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You should carefully review the risk factors described in the 2019 Annual Report and 2018 Annual Report (See Item 1A – Risk Factors) and any other risks, cautions or information made, contained or noted in or incorporated by reference into the 2019 Annual Report, the 2018 Annual Report, the Proxy Statement or other applicable SEC Report. All forward-looking and other statements or information attributable to the Company or persons acting on its behalf are expressly subject to and qualified by all such risk factors and other risks, cautions and information.

The Company does not intend or promise, and the Company expressly disclaims any obligation, to publicly update or revise any forward-looking statements, risk factors or other risks, cautions or information (in whole or in part), whether as a result of new information, risks or uncertainties, future events or recognition or otherwise, except as and to the extent required by applicable law.

Company Contact:

James R. Segreto Chief Financial Officer SPAR Group, Inc. (248) 364-7727

Investor Contact:

Dave Mossberg Three Part Advisors (817) 310-0051

SPAR Group, Inc. and Subsidiaries Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(In thousands, except share and per share data)

	Three Months Ended December 31,				Twelve Months I December 3			
	2019 2018					2019	2018	
Net revenues	\$	61,053	\$	57,000	\$	252,876	\$	229,191
Cost of revenues		49,010		44,750		203,626		184,904
Gross profit		12,043		12,250		49,250		44,287
Selling, general and administrative expenses		10,230		8,879		36,869		34,188
Settlement and other charges		-		945		-		4,261
Depreciation and amortization		627		514		2,190		2,109
Operating income		1,186		1,912		10,191		3,729
Interest expense		441		209		1,046		1,095
Other expense (income), net		2		8		(266)		(406)
Income before income tax expense		743		1,695		9,411		3,040
Income tax expense		833		1,067		3,578		1,402
Net (loss) income		(90)		628		5,833		1,638
Net income attributable to non-controlling interest		(534)		(1,162)		(3,414)		(3,189)
Net (loss) income attributable to SPAR Group, Inc.	\$	(624)	\$	(534)	\$	2,419	\$	(1,551)
Basic and diluted net (loss) income per common share:	\$	(0.03)	\$	(0.03)	\$	0.12	\$	(0.07)
Weighted average common shares – basic	_	21,098		20,160		20,916		20,684
Weighted average common shares – diluted		21,184		21,160		21,157		20,684
Net (loss) income	\$	(90)	\$	628	\$	5,833	\$	1,638
Other comprehensive loss:		ì						
Foreign currency translation adjustments		1,191		178		547		(3,284)
Comprehensive income (loss)		1,101		806		6,380		(1,646)
Comprehensive income attributable to non-controlling interest		(1,316)		(1,444)		(3,939)		(1,837)
Comprehensive (loss) income attributable to SPAR Group, Inc.	\$	(215)	\$	(638)	\$	2,441	\$	(3,483)

SPAR Group, Inc. and Subsidiaries Consolidated Balance Sheets

(In thousands, except share and per share data)

		December 31, 2019		cember 31, 2018
Assets				
Current assets:				
Cash and cash equivalents	\$	10,458	\$	7,111
Accounts receivable, net		51,095		46,142
Prepaid expenses and other current assets		2,404		1,879
Total current assets		63,957		55,132
Property and equipment, net		2,848		2,950
Operating lease right-of-use assets		4,948		-
Goodwill		3,784		3,788
Intangible assets, net		2,796		3,332
Deferred income taxes		1,883		2,568
Other assets		1,115		1,325
Total assets	\$	81,331	\$	69,095
Liabilities and equity				
Current liabilities:				
Accounts payable	\$	11,049	\$	8,668
Accrued expenses and other current liabilities	•	18,493	-	18,168
Due to affiliates		4,645		4,645
Customer incentives and deposits		594		620
Lines of credit and short-term loans		8,932		10,414
Current portion of operating lease liabilities		2,828		-
Total current liabilities		46,541		42,515
Operating lease liabilities, less current portion		2,120		42,515
Long-term debt and other liabilities		1,300		1,806
Total liabilities		49,962		44,321
Total liabilities		45,502		44,521
Equity:				
SPAR Group, Inc. equity				
Preferred stock, \$.01 par value:				
Authorized and available shares– 2,445,598				
Issued and outstanding shares—				
None – December 31, 2019, and December 31, 2018		_		_
Common stock, \$.01 par value:				
Authorized shares – 47,000,000				
Issued shares – 21,102,335 shares – December 31, 2019, and 20,784,483 shares – December 31, 2018		211		208
Treasury stock, at cost 1,697 shares – December 31, 2019, and 7,895 shares – December 31, 2018		(2)		(8)
Additional paid-in capital		16,511		16,304
Accumulated other comprehensive loss		(3,598)		(3,638)
Retained earnings		5,833		3,432
Total SPAR Group, Inc. equity		18,955		16,298
Non-controlling interest		12,415		8,476
Total equity		31,370		24,774
Total liabilities and equity	\$	81,331	\$	69,095
Total natifices and equity	*	31,001	<u> </u>	33,033
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GAAP to Non-GAAP Reconciliation (In thousands, except per share data)								
	Twelve Months Ended	Twelve Months Ended						
Net income (loss):	31-Dec-19	31-Dec-18						
GAAP net income (loss)	\$ 2,419	\$ (1,551)						
One Time Charges		3,780						
Tax Provision impact		(900)						
Total non-GAAP net income		\$ 1,329						
Non-GAAP Earnings Per Basic and Diluted share:	\$ 0.12	\$ 0.06						