

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>BARTELS WILLIAMS H</u>  (Last) (First) (Middle) C/O SPAR GROUP, INC. 1910 OPDYKE COURT  (Street) AUBURN MI 48326  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPAR Group, Inc. [ SGRP ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 05/09/2024  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> 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 <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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, \$.01 par value	05/09/2024 <sup>(1)</sup>		S		1,000,000 <sup>(1)</sup>	D	\$1.8 <sup>(1)</sup>	4,709,837 <sup>(2)</sup>	D	

**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					

**Explanation of Responses:**

1. SPAR Group, Inc. ("SGRP"), is the issuer of the shares of Common Stock subject to this Report ("SGRP Shares"). Pursuant to the terms and conditions of the Repurchase Agreement dated 04/30/24, as approved by SGRP's Board of Directors and Audit Committee on 05/03/24, between William H. Bartels and SPAR Group, Inc., William H. Bartels agreed to privately sell 1,000,000 of his SGRP Shares to SGRP, and SGRP agreed to privately purchase those shares from William H. Bartels. The purchase price is \$1.80 per share, which was the closing price on the market day preceding the Agreement date (i.e. 04/29/24), as provided in that Agreement. The shares were transferred into SGRP's treasury account on 05/09/24. SGRP's repurchase was made pursuant to SGRP's 2024 Stock Repurchase Program, as approved by the Board on 03/28/24, pursuant to which SGRP may repurchase of up to 2,500,000 of its shares of Common Stock over a 1-year period in the open market and through privately negotiated transactions.

2. The number of shares of Common Stock beneficially owned by William H. Bartels prior to the reported transaction has been reduced by 46,710 shares to correct a discrepancy discovered during a review of William H. Bartels shareholdings. The review found that such discrepancy was inadvertent and did not identify any violations of Section 16(b) of the Securities Exchange Act of 1934. To the extent this Form 4 updates the beneficial share ownership amounts reported on previously filed Form 4s, this Form 4 serves as an amendment to any such previously filed Form 4s.

/s/ William H. Bartels 05/13/2024

\*\* 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.